

1 IN THE UNITED STATES DISTRICT COURT.
2 FOR THE DISTRICT OF NEW JERSEY
3 CIVIL 02-2917 (JEI)

4 THEODORE A. CASE, SALLY YOUNG,
5 HOWARD HOLLANDER, PATRICK BRADY
6 AND MICHAEL FINUCAN, individually
7 and on behalf of all others
8 similarly situated,
9 Plaintiffs,

10 V.

VOLUME 4
TRIAL TRANSCRIPT

11 AIR LINE PILOTS ASSOCIATION,
12 Defendant.

CAMDEN, NEW JERSEY
JUNE 13, 2011

13 B E F O R E: HONORABLE JOSEPH E. IRENAS
14 UNITED STATES DISTRICT JUDGE

15 A P P E A R A N C E S:

16 TRUJILLO, RODRIGUEZ & RICHARD
17 BY: NICOLE M. ACCHIONE, ESQ.
18 AND: LISA J. RODRIGUEZ, ESQ.
19 AND
20 GREEN JACOBSON, P.C.
21 BY: ALLEN PRESS, ESQ. (MO. BAR)
22 AND: JOE D. JACOBSON, ESQ. (MO. BAR)
23 For the Plaintiffs.

24 ARCHER GREINER
25 BY: STEVEN FRAM, ESQ.
AND
KATZ & RANZMAN
BY: DANIEL M. KATZ, ESQ.
FOR THE DEFENDANT AIR LINE PILOTS ASSOCIATION.

ELIZABETH GINSBERG, ESQ.
IN-HOUSE COUNSEL FOR ALPA.

1 Pursuant to Section 753 Title 28 United States
2 Code, the following transcript is certified to be an
3 accurate record as taken stenographically in the
4 above-entitled proceedings.

5 S/ LYNNE JOHNSON

6 Lynne Johnson, CSR, CM, CRR
7 Official Court Reporter
8
9

10 LYNNE JOHNSON, CSR, CM, CRR
11 OFFICIAL COURT REPORTER
12 UNITED STATES DISTRICT COURT
13 P.O. BOX 6822
14 LAWRENCEVILLE, NJ 08648
15 PHONE: 609 896 1836
16
17
18
19
20
21
22
23
24
25

1 THE COURT: Good morning, everybody. Please be
2 seated.

3 Counsel, reference is made to Mr. Fram's letter of
4 June 10, 2011.

5 I want to put on the record certain rulings that I
6 made when we had a conference in my robing room, and the
7 parties do not need additional arguments on those issues but
8 I should put them on the record.

9 With respect to the deposition of Roland Wilder, I
10 ruled first that the, and I think the parties actually agreed
11 on that before I even talked to them, that the 2011
12 deposition of Mr. Wilder, the limited deposition, can be put
13 in by the defendants immediately following the, I think it
14 was 2006, the earlier version of his testimony.

15 Number 2, I, based on the objections of Mr. Press,
16 at the deposition, I am striking page 17, line 6, to page 20,
17 line 21. Now, those, that whole line of questioning there
18 was really one issue. It was Mr. Fram saying, well, you know
19 that Mr. Hollander, I will use Hollander as an example, that
20 Mr. Hollander had previously testified that you were present
21 on April 2, is. Is he accurate, something to that effect.
22 Ms. Sally Young, I think the same thing.

23 Anyway, I think that line of testimony, I can't say
24 it is square on point, transgresses the Third Circuit's
25 concept of how you want to impeach a witness with contrary

1 testimony. You can, I have no problem with showing that Mr.
2 Wilder was internally inconsistent with his deposition, but
3 the fact that one version of his testimony may differ from
4 another witness's testimony is for the jury to sort out. In
5 effect, it comes close to saying, is that person lying, and
6 the reason the, in the reasonable context of this deposition.
7 So I am striking that.

8 Now, Mr. Fram has asked me that there are lots of
9 other witnesses where he might want to ask the same type of
10 question. Am I correct?

11 MR. FRAM: Yes, your Honor.

12 THE COURT: Do you know that so and so testified
13 differently than you just testified, and I mean I don't have
14 it in front of me. It is probably, if asked once, from the
15 context of refreshing your recollection, that is meaningful,
16 but do you know if a person, do you know right now that the
17 person, it is not a question of refreshing recollection. I
18 mean you can tell some people are bad on dates, and sometimes
19 might be permissible, you know, Sam Jones said that you were
20 there on July 1st. And, oh, yeah, that is probably right.
21 That but for somebody who is dead sure of what happened, to
22 ask him, does somebody else's testimony refresh your
23 recollection, I wouldn't allow.

24 So, and without having a particular question in
25 front of me, that is my general ruling on hostile to the kind

1 of question, when so and so testified to something else, what
2 do you think about that. That kind of question is for is for
3 argument at closing.

4 MR. FRAM: I understand. Thank you, your Honor.

5 THE COURT: All right. I am ready to bring the
6 jury in.

7 (The jury enters the courtroom.)

8 THE COURT: Good morning, everybody. I apologize
9 for being late. We had a legal matter that started around
10 815 so it ran over a few minutes. We are a few minutes later
11 and I am sorry for that. Mr. Press.

12 MR. PRESS: Thank you, Judge. We would call Sally
13 Young.

14 SALLY RENETTE YOUNG, sworn.

15 DIRECT EXAMINATION.

16 BY MR. PRESS:

17 Q. Good morning.

18 A. Good morning.

19 Q. Can you introduce yourself to the jury, please?

20 A. My name is Sally Young.

21 I was hired my TWA in 1989. Grew up in San
22 Antonia --

23 Q. Wait.

24 A. Too much?

25 Q. Where do you live?

1 A. I live in ST> Louis.

2 Q. And what is your profession?

3 A. I am a pilot.

4 Q. How long have you been a professional pilot?

5 A. A professional pilot, since 9986.

6 Q. Can you get closer to the microphone? Pull it to
7 yourself. Professional pilot since when again?

8 A. 1986.

9 Q. Very good. Before you were a pilot what was your
10 profession?

11 A. I was a teacher.

12 Q. Where?

13 A. A school teacher. In Tulsa, Oklahoma.

14 Q. How was it you went from being a teacher to a pilot?

15 A. Loved teaching, got a little bit burned out. Was
16 interested in lots of things. And you know, it is amazing in
17 the United States you have so many choices as to what you do
18 for a living but it was a decision I thought was hard to make
19 so I went and sought professional career counselor, and he
20 gave me a couple of days worth of tests and some consultation
21 and the results of the test were that I should either be a
22 race car driver or an airline pilot. So I took flight
23 lessons to get my private license and loved it and pursued it
24 professionally.

25 Q. And that again was 1985?

1 A. That was 1985.

2 Q. Take us through your professional flying career from the
3 beginning?

4 A. I happened to be living in Tulsa, Oklahoma, where there
5 was a highly organized flight school which allowed you to
6 obtain all your flight ratings in a slightly abbreviated
7 period of time, because they meet certain standards for
8 teaching well, and teach teaching pilots. I have gotten all
9 my ratings there.

10 Shortly thereafter, which included private
11 instrument commercial, and instructor ratings. So that
12 enabled me to be hired as an instructor.

13 I went to a satellite airport of Charlotte, North
14 Carolina. I had a sister that lived in Charlotte so I
15 thought that sounded nice to be in the same city with one of
16 my siblings, and instructed for six months.

17 I was fortunate enough to be hired by a company
18 called Caribbean Express in Miami, Florida, and we flew a
19 19-passenger turbo prop airplane from almost all the cities
20 in Florida to every destination in the Bahamas, the Bahama
21 Islands, back and forth. And did that for about six months,
22 and again was fortunate enough to be hired by a bigger
23 company that was a little more stable, CC Air which was in
24 Charlotte, North Carolina, where I flew or for two years,
25 initially on a 16-passenger turbo jet, turbo prop and then

1 eventually on a larger turbo property, a 36 passenger turbo
2 prop as a first officer and a captain.

3 Q. That was for a company called CC Air?

4 A. CC Air.

5 Q. What kind of routes did you fly?

6 A. Around the Atlantic southeast, Carolinas, the Virginias,
7 Kentucky, Tennessee, Georgia.

8 Q. How long did you work for that airline?

9 A. I worked there for two years, and I felt, I felt good
10 about the fact that I had the opportunity to fly for a year
11 as a capital, that made me feel qualified to apply within the
12 major airlines so I put a few applications out and got hired
13 by TWA in July of 1989.

14 Q. July, 1989. Take us through your flying career at
15 TWA, if you would be?

16 A. Initially the junior domicile was Kennedy.

17 Q. What does that mean, Jr. domicile?

18 A. Because pilots live within a seniority system, the
19 company puts out bids and my seniority was very low when I
20 first got hired at TWA so the only domicile that I could hold
21 bid wise was New York, which was great experience, I really
22 liked it.

23 I was a flight engineer for a six years on a 727
24 out of Newark, and then was able to, I had enough seniority
25 at that point to bid first officer in St. Louis. Then I

1 transferred over to St. Louis and flew first officer on the
2 727 for about three years, maybe three and a half.

3 THE COURT: That is first officer.

4 A. As first officers, yes, sir. And then was able to, I
5 had enough seniority at that point to fly bigger airlines so
6 I bid first officer on a 757 which we flew mostly
7 domestically but also internationally and 767s. That is a
8 common type, you are dual qualified on both airplanes, 767
9 was almost exclusively international. So that was a very
10 interesting and enjoyable experience. Then I was able to
11 hold a captain bid in the year 2000, I was awarded a capital
12 bid on Boeing 717. And so I went through Captain upgrade
13 that year.

14 Q. That was in the year 2000?

15 A. I went through the training in 2001.

16 Q. When were you a captain?

17 A. In 2001.

18 Q. And again, take us through the rest of your career at
19 TWA?

20 A. Well, American announced the purchase of TWA in January.
21 We endured that process as best we could, and the result was
22 that I got bumped back, almost immediately from my captain
23 position, to back to first officer on the 767, and then about
24 three months later back to the first officer position on the
25 757, and about six months later I was furloughed.

1 Q. When was that?

2 A. 2003.

3 Q. 2003 you were furloughed?

4 A. Yes.

5 Q. When were you called back to employment at American?

6 A. Initially March of 2008.

7 Q. So you were on furlough for five years?

8 A. Yes. I stayed out an extra year because my sons were at

9 an age that I thought it would be better if I were still at

10 home every night for another year. So then I opted to go

11 back a year later in March of 2009.

12 Q. Now, here we are here to talk about your case against

13 ALPA?

14 THE COURT: Are you still flying today for

15 American?

16 THE WITNESS: Yes.

17 Q. You were a member of ALPA, Ms. Young?

18 A. I was.

19 Q. And you were an ALPA volunteer, did you some union

20 work?

21 A. I did.

22 Q. Can you tell us the first union position that you had

23 while you were flying with TWA?

24 A. Yes. I felt like the union was an important element of

25 our jobs in the airline, at TWA, and occasionally I would

1 hear people complain without being willing to pitch in and
2 help. So I thought that I should pitch in. So I volunteered
3 to help. They utilized me as a communications person. And
4 since on --

5 Q. What does that mean, to be a communications person?

6 A. I was a member of the communications committee, and the
7 communications committee's responsibility is to disseminate
8 information to the pilots, keep them informed about the
9 situation.

10 Whatever situation is going on, whether it is a
11 negotiations or the workings of the union, the latest
12 activities of the union to protect the pilots, et cetera. It
13 happened to be when I was doing communications work we were
14 in the process of negotiating a contract which was always a
15 big deal. And so they put me in charge of the info
16 committee, we called it the info committee and that was a
17 committee that they set up to utilize word of mouth to keep
18 the pilots informed about negotiations. So I would --

19 Q. Can I interrupt you?

20 A. Yes.

21 Q. When you say the union was in contract negotiations,
22 what year are you talking, was this and what contract are you
23 talking about?

24 A. The contract that we called it the contract '98, so it
25 was 97 through the first part of 99.

1 Q. You are talking about the collective bargaining
2 agreement between ALPA and TWA?

3 A. Yes, and the TWA pilots, that's correct.

4 Q. Your job was to keep pilots advised of what is going on?

5 A. To keep them informed as best we could. You can't tell
6 everything that is happening at the negotiating table. But
7 pilots always want to be apprised and, it is their contract.
8 So we wanted to be able to tell them as much as we could.
9 And we found that to be better done by word of mouth, the
10 voice mail system and one on one meetings in areas where
11 pilots congregated.

12 That way we didn't have anything written down which
13 might arm which might harm the negotiations.

14 Q. How long did you do that?

15 A. About a year and a half.

16 Q. What was your next ALPA position, Ms. Young?

17 A. Then I was elected as first officer rep in St. Louis.

18 Q. When was that?

19 A. In late, fall of 99.

20 Q. When you say you were elected first officer rep, that
21 made you a member of the MEC at that point?

22 A. That's right.

23 Q. A full voting member?

24 A. That's correct.

25 Q. How long did you hold that position as first officer rep

1 in St. Louis?

2 A. Until ALPA was no longer our bargaining agent.

3 Q. Which was when?

4 A. 2002.

5 Q. All right. What, if any, training did you receive from
6 ALPA when you went on to become a MEC member?

7 A. I received some of the basic training ALPA offered, some
8 communications training, some grievance training.

9 Q. Anything else?

10 A. That is essentially it. I think when you went to
11 training at ALPA they would always give you also give you an
12 overview of what services were available from ALPA National
13 and what they can provide to you at the local level.

14 Q. What was some of that?

15 A. Resources, you know, that they had an economic and
16 financial analysis group, they had, you know, people who
17 could help in grievance and contract negotiations, et cetera,
18 et cetera. They had people available to help with all
19 aspects of protecting pilots, essentially.

20 Q. I want to segregate from your thinking what happened in
21 2001 with the MEC and what happened before. Can you give the
22 jury a little flavor for what the, what issues come up before
23 a MEC routinely?

24 A. Before, you know, to me the job of being a
25 representative, the most crucial part of that was to

1 represent individual pilots who may have come across an issue
2 while they were flying, or had maybe be in a situation where
3 the company might be interested in disciplinary action. And
4 it was a reps job, in my opinion, to make sure that the
5 company followed the contract, and that they supported the
6 pilots as best they could under the contract. Additionally,
7 we carried on the business, if you will, of negotiating
8 contracts, supporting the pilot group as a whole in their
9 jobs.

10 We did liason with ALPA National and they were the
11 ones who collected the dues and then would send money back to
12 the local councils in order to conduct business. So the
13 essential elements of reps job were to represent pilots,
14 especially in situations where they might be subject to
15 discipline.

16 Q. Okay. Now, when the American deal was announced, did
17 you have any experience in bankruptcies?

18 A. None.

19 Q. Did you have any experience with seniority integration
20 issues?

21 A. None.

22 Q. Did you have any experience in airline mergers?

23 A. No.

24 Q. Did you have any experience dealing with lawyers?

25 A. None.

1 Q. When the deal was announced, Ms. Young, the MEC met
2 right away. Do you recall that?

3 A. That's correct.

4 Q. And after that we have seen evidence of meeting after
5 meeting. Compare for the jury the amount of work that you
6 put in on the merger as compared to your MEC life before
7 that? Did that question make sense?

8 A. Yes. It was quite different. Previous to that most of
9 the business of the elected that the reps would handle were
10 handled at the local level and we would have maybe a quarter
11 of the meetings at the MEC level, which means all the reps
12 meet, not just the local reps for any particular domicile.

13 But we were meeting nearly weekly once the merger
14 was announced, and there seemed no small amount of
15 information that we had to grasp and no small number of
16 processes that we were trying to get our arms around.

17 Q. When the deal was announced with American, Ms. Young,
18 what did you view to be the biggest challenge that the TWA
19 pilots would face?

20 A. Seniority.

21 Q. When the deal was announced, the seniority integration
22 that, or negotiation that you expected to occur, how long did
23 you expect that process to play out initially?

24 A. Historically speaking, I think the shortest negotiations
25 to for seniority integration between two companies, the

1 shortest I had ever heard of was two years. I fully expected
2 it to take, this is the biggest merger of all time so I fully
3 expected it to take at least that long.

4 Q. Now, Ms. Young, what was the MEC, what did the MEC do
5 out of the box, if you will, on the seniority front to
6 protect its TWA pilots, what decisions did the MEC make
7 initially?

8 A. When you first heard that we had to put a negotiating
9 committee together or merger committee to negotiate the
10 seniority, the very first thing we did was ask for
11 recommendations from ALPA National for a merger attorney.

12 Q. And?

13 A. And we put a group together to go interview Roland
14 Wilder, and based on their recommendation we hired Roland
15 Wilder.

16 Q. So the MEC hired a lawyer and the MEC --

17 A. The elected a merger chairman committee, and elected a
18 merger committee. It was their arduous task to try to
19 negotiate a seniority integration, a fair seniority
20 integration for us.

21 Q. Now, at the -- you were aware that one of the conditions
22 from the asset purchase contract from American was that you
23 waive scope. And we have already had testimony what that
24 means, but what was your strategy, your thinking, about
25 whether or not to waive scope initially?

1 A. Well, scope was the thing that we fought the hardest
2 for. Every time we negotiate a contract it was the key to
3 the contract. Without those labor protective provisions, the
4 contract was not valuable, in spite of the fact that you may
5 have decent pay, and work rules. Those protections were key
6 to any pilot contract.

7 Q. Were you, did you have any conversations or meetings
8 with any ALPA advisors about waiving scope before April 2?

9 A. No.

10 Q. Mr. Wilder, did you have any exposure with him?

11 A. Roland Wilder did speak to the MEC. He was, he did
12 provide us some insight into how he worked and what his
13 intentions were as the merger attorney, but his job was real
14 toy work with the merger committee, not necessarily the MEC.
15 But he did, we did ask him to inform us -- he did an
16 introduction and told us who he was and kind of what he had
17 in mind.

18 Q. And what was his advice initially?

19 A. His advice was not to waive scope.

20 Q. Now, April 2 MEC meeting where the scope waiver decision
21 was made, you were there?

22 A. I was there.

23 Q. How much notice, about, did you have of that meeting?

24 A. Very little. I think we probably found out Friday or
25 sat that we were going to meet Monday. I knew we are going

1 to meet that following week. I had no idea that a camp of
2 advisors was going to come from Washington to meet with us on
3 Monday. That we found out --

4 Q. The meeting, April 2, was a Monday?

5 A. Yes, it was.

6 Q. And it is your memory that you didn't know about that
7 meeting until when?

8 A. Until I think Friday or Saturday.

9 Q. Okay. Going into that meeting, Ms. Young, were you
10 aware that the issue of the scope waiver would come up, that
11 that was one of the things you would be talking about?

12 A. I don't know that that was specifically what we were
13 going to focus on on Monday. I knew that we had to address
14 the issue that week. There was a deadline approaching at the
15 end of that week.

16 Q. What deadline was that?

17 A. The April 5 deadline.

18 Q. Which was what?

19 A. It was the bankruptcy deadline for determining whether
20 or not you were going we were going to waive scope or not.

21 Q. That was part of this motion to reject the contract, the
22 1113 motion?

23 A. Yes, correct.

24 Q. That was set to be heard by the court in Delaware on
25 that Friday?

1 A. Yes.

2 Q. Okay. So you come in to this meeting on the second and
3 you were -- were you expecting to have to vote up or down
4 whether to waive scope or not?

5 A. No.

6 Q. What was -- had you polled any of your constituents to
7 find out their opinions?

8 A. I had.

9 Q. How did you do that?

10 A. I had experience with the communications, and I thought
11 it was important as a representative of the first officers in
12 St. Louis to talk to the first officers a little bit and get
13 input from them. I felt a profound responsibility as a rep
14 to represent them correctly so I consider their input. And
15 the vast majority of my people did not want us to waive
16 scope.

17 Q. What was your intent?

18 A. My intent was not to waive scope.

19 Q. In has been some testimony that there was a pre meeting
20 meeting, if you will, on April 1. Were you, did you attend
21 that?

22 A. I did.

23 Q. Tell the jury what that was about?

24 A. The only thing I was involved in or the other reps, I
25 don't think, the only thing I was involved in was the dinner

1 after evidently advisors got together for some sort of a
2 working session. But we met them for a meal, and there was
3 nothing substantial that took place at the dinner in terms of
4 work.

5 Q. You are talking about the Sunday night before the
6 meeting?

7 A. Yes.

8 Q. Who was at this danger?

9 A. I think most of advisors. I don't think -- a couple of,
10 I don't think a couple of the reps could make it in for that
11 meeting. I think Alan -- excuse me, Howard and Ted couldn't
12 come in until the next morning.

13 THE COURT: Howard Hollander and Ted Case.

14 THE WITNESS: Yes.

15 MR. PRESS: Thank you, Judge.

16 A. Bob pastor, Bud Bense, most of advisors.

17 Q. But Bense was what?

18 A. He was its merger committee chairman.

19 Q. Okay.

20 A. He was the person who installed, he was in charge of the
21 group that was with the merger. Bob pastor was master
22 chairman. Most of advisors, Steve Rautenberg was there, I
23 was there, I believe Allen Altman was there.

24 Q. When you say advisors, where specifically are you
25 talking about?

1 A. I am talking about Richard Seltzer, Michael Glanzer,
2 Bill Roberts.

3 Q. What was Bill Roberts?

4 A. He was a representation expert.

5 Q. Employed by ALPA?

6 A. Yes. He was their senior representation expert. Clay
7 Warner, Roland Wilder. Bob Christy.

8 Q. Again, remind us who Bob Christy is?

9 A. Bob Christy was an E F and A, he had been an Eastern
10 pilot and retired. He was a.

11 Q. What is that?

12 A. Economic and financial analysis. At ALPA National. So
13 he was employed by headquarters.

14 Q. Okay.

15 A. Okay. I think I covered everybody. Steve Tumblin was
16 there the next day. I can't remember if he was there on sun
17 difficult night.

18 Q. Ms. Young, were you aware beforehand that all this team
19 of ALPA advisors would be there?

20 A. No. And I didn't know if they were invited by the MEC
21 chairman. I didn't know if this was something that they had
22 planned ahead of time. I was, yeah -- no, I didn't.

23 Q. What if any business was discussed at the dinner?

24 A. Nothing.

25 Q. It was a social event?

1 A. Yes.

2 Q. So the next morning there was business discussed?

3 A. Yes.

4 Q. Do you recall how long the meeting lasted?

5 A. All day.

6 Q. When did the business of the potential scope waiver come
7 up?

8 A. In the afternoon.

9 Q. That was in closed session?

10 A. It was.

11 THE COURT: That was referred to as the executive
12 session.

13 Q. Yes. I am sorry. I called it the wrong thing?

14 THE COURT: That was before the execute.

15 A. Yes, your Honor, executive session.

16 Q. I would like, Ms. Young, for you to give the jury some
17 flavor for the room you are in and who the participants were,
18 where they were seated and the dynamic of that day.

19 Judge, if it is okay can she come down and draw on
20 my easel.

21 THE COURT: Yes, she may. But move the easel where
22 the jury can see it.

23 MR. FRAM: Can I move over?

24 THE COURT: Yes, Mr. Katz, you can, to.

25 Q. We are talking about a meeting at the MEC office?

1 A. Yes, there is the main office where we conducted our
2 meetings.

3 Q. Just, that office was in an office building, not far
4 from the airport?

5 A. That's correct.

6 Q. Actually in a mall?

7 A. That's right. And this is how the meetings were always
8 set up and of course this particular day was such a crucial
9 moment, I remember it very well. I believe there was a bull
10 ten board or a dry erase board here, it was a rectangular
11 room.

12 Q. How big is the room?

13 A. Probably 40 by 25.

14 Q. Using dimensions, using --

15 A. Oh, this?

16 Q. As an example?

17 A. It was as deep as from the wall here to that wall, and
18 as wide as from the judge's bench to probably the first of
19 those seats.

20 Q. Okay.

21 A. So, but no pilots were allowed. Normally at MEC
22 meetings if they weren't in executive session, pilots could
23 sit in on the business at hand, but this was an executive
24 session. Again, I didn't know how advisors got there but I
25 was willing to listen. I was not an expert on any of those

1 things that advisors were able to brief us about and I was
2 very interested in what they had to say. The table where the
3 MEC sat was here. Bob Pastore sat in the middle.

4 Q. Who is?

5 A. Bob Pastore is the master chairman. The vice chairman
6 sat mere, Scott Shwartz. Secretary treasurer sometimes sat
7 here, was not always in. We had Michelle here taking notes.
8 She was one of the office staff. Steve Rautenberg, Sally
9 Young -- he was the captain rep from St. Louis. Ted Case,
10 the secretary treasurer in New York. David Singer, Howard
11 Hollander, first officer and captain rep in New York. Pablo
12 Lewin, captain rep in LA. Alan Altman, first officer
13 representative in LA.

14 Mr. Seltzer was here, Steve Tumblin here, Mr.
15 Glanzer here, sitting down here, Bill Roberts. Bob Christy
16 was here.

17 If I remember, Roland Wilder was in this area for
18 part of the session. He wasn't in the whole executive
19 session because he could work a little bit with his merger
20 committee, and so I remember this specifically because of how
21 the --

22 Q. This area, this is one table?

23 A. This is one table. Yes.

24 Q. What is there, seats over here?

25 A. Folding chairs for an audience, and as I said, in the

1 past pilots could come in and watch the business of the MEC,
2 it was their union, they had to a right to be there except if
3 it was in executive situation.

4 Q. Okay. Now, you clipped off a few of the things. Of the
5 ALPA advisors, let's start with this, who did the most
6 talking?

7 A. Clay Warner initially did a presentation. He understood
8 stood up here with an easel much like this, and went through
9 some of the scenarios that we could expect. So this is now,
10 we are talking about the transaction being announced January
11 10 and in this is April 2. This is the first time any ALPA
12 advisors has stepped in to give what I consider a
13 comprehensive overview of what we were facing and what
14 processes we were looking at going through bankruptcy, et
15 cetera.

16 Clay Warner.

17 Q. This is the first time you are really hearing this in
18 any detail at all?

19 A. Yes. Any kind of comprehensive presentation.

20 Q. Mr. Warner is telling you what, what is the upshot of
21 this speech?

22 A. The upshot of his speech is we have to waive scope or it
23 will kill the deal.

24 The train is going to leave the station.

25 THE COURT: By kill the deal you mean American

1 would back out?

2 A. Yes, sir.

3 Q. Where was Mr. Christy seated?

4 A. He was here.

5 Q. This ten years ago?

6 A. Yes.

7 Q. How is it that you can recall that?

8 A. It was an important day.

9 Q. So Mr. Christy, can you tell us some of the things you
10 remember him saying?

11 A. He was, I remember him being very vocal at the end of
12 the meeting. In fact I remember his screaming at Ted Case
13 here. Basically.

14 Q. Screaming what?

15 A. Basically telling Ted to get his head on straight about
16 this hole situation.

17 Q. When you say screaming, are we to take that literally?

18 A. Yes. He was, he had raised his voice, he was frustrated
19 that Ted was not in compliance with what advisors were trying
20 to tell us.

21 Q. All right.

22 A. And --

23 Q. How did that impress you?

24 A. Well, I thought it was rude. But I, you know, I mean,
25 the totality of what advisors were telling us, I felt like I

1 had to listen to. I felt that was, like that was my
2 obligation, as the person who was representing the group of
3 people at TWA who were most vulnerable to losing their jobs.

4 Q. Now, you have got Mr. Warner at the front saying the
5 train is leaving the station. What did that mean, as far as
6 you knew?

7 A. As far as I was concerned that meant that we didn't have
8 any choice but to waive scope.

9 Q. You have Mr. Christy screaming at Ted Case because he is
10 not agreeing with Mr. Christy?

11 A. Right. I was very interested in what advisors had to
12 say. I specifically asked some questions of Richard Seltzer,
13 and Steve Tumblin.

14 Q. Okay.

15 A. I listened.

16 Q. I am going to ask you to sit back up there and I will
17 get rid of this. You mentioned that you had questions for
18 Mr. Seltzer?

19 A. Yes.

20 Q. What did you ask him?

21 A. Mr. Seltzer was billed, advertised, if you will, at that
22 meeting as being the first and foremost authority in the
23 country on 1113 processes.

24 THE COURT: Seltzer?

25 THE WITNESS: Yes, your Honor.

1 THE COURT: He was the bankruptcy expert?

2 A. Yes, your Honor. They told us he was the foremost
3 expert on those processes, and he had more experience with
4 them, you couldn't find anybody who had more, you know, wise
5 advice when it came to those processes.

6 Q. And what question did you have of him?

7 A. The question I asked him is what are the chances of us
8 prevailing in the 1113 process in the bankruptcy court. And
9 he said 99.97 chance, percent chance of failure.

10 Q. Now, we saw this with Mr. Altman, a lengthy 30-page
11 brief that Mr. Seltzer had filed three days earlier on March
12 30. Were you given a copy of that?

13 A. I was not.

14 Q. Did he even mention that he had filed a brief?

15 A. He did not.

16 Q. Did he mention any of the arguments that he had made in
17 his brief?

18 A. That I know he did not.

19 Q. Well, you know --

20 A. I know, he might have mentioned that they were prepared
21 to file a brief. He spoke nothing of the arguments made in
22 that brief. The first time I saw that breach was in
23 discovery.

24 Q. What do you mean in discovery?

25 THE COURT: In this case.

1 THE WITNESS: In this case.

2 Q. You mean when ALPA gave documents to us?

3 A. To you, and I got to see them at your office.

4 Q. Mr. Seltzer was the bankruptcy lawyer. Did he tell you
5 that that there was going to be a hearing on fly day Friday
6 in the bankruptcy court?

7 A. Yes, we knew that.

8 Q. Did he tell you what preparations he had made for the
9 hearing?

10 A. No.

11 Q. Are you aware that any preparations were made?

12 A. I certainly wasn't aware that he had arguments that
13 were, that would possibly provide us options to waiving
14 scope. I had no knowledge of that.

15 Q. And he told you what again?

16 A. There was a 99 point 97 percent chance we would fail in
17 the 1113.

18 Q. You mentioned that you had questions for Mr. Tumblin as
19 well?

20 A. Mr. Tumblin was there from Leboeuf Lamb in Salt Lake
21 City. He came to that meeting because the original
22 bankruptcy Judge we hired to advise was unable to attend,
23 Judge Mabey.

24 Steve Tumblin was supposedly a very reputable
25 attorney who we worked somewhat on the TWA MEC. I asked him

1 about the language in the asset purchase agreement, what it
2 meant for us.

3 Q. What specifically, without looking at the document, I
4 will get the document up, but what did you ask him?

5 A. Well, the language I was focusing on which was its
6 language that I thought was key to us was in the asset
7 purchase agreement, American had a sentence in there that
8 said that they would provide, that they would pay us, pay and
9 benefits equivalent to similarly situated employees at
10 American. And what that meant to me was that as a 13-year
11 captain at TWA, I would be making the same, I would receive
12 the same pay and benefits as a 13-year captain at American.

13 Q. I want to refer to a joint exhibit 272, Mr. Fram, write
14 was the asset purchase agreement, it is in evidence already.
15 With you bring that up, Will.

16 This, Ms. Young is the asset purchase agreement
17 cover create cover sheet, right.

18 A. Yes.

19 Q. The provisions you referred to are on page 41. Let's
20 call those up. You will see it on your screen?

21 A. Okay.

22 Q. Can you make that section bigger, 10.1.

23 A. Provide employment benefits and post-retirement benefits
24 to all employees.

25 Q. Where are you reading?

1 A. Iii.

2 Q. Iii. How far down?

3 A. Halfway down.

4 Q. This is American's promise, right?

5 A. Yes.

6 Q. To, quote, provide what. Read that?

7 A. Provide employment benefits and post-retirement benefits
8 to all employees actually hired by purchaser pursuant to i,
9 and ii, above/ at levels substantially no less favorable than
10 those benefits provided to purchaser's similarly situated
11 employees.

12 Q. What did that mean to you?

13 A. It meant to me that I would be on --

14 Q. No less favorable than those benefits provided to
15 American similarly situated employees?

16 A. Right.

17 Q. That what is they promised to give you?

18 A. That's correct. I asked Steve Tumblin about that
19 language.

20 Q. What did he say?

21 A. I asked him if that was language that could be argued in
22 court effectively.

23 Q. Argued to do what?

24 A. Well, if we waived scope, and things didn't go well,
25 could we take American to court for to not following through

1 on this commitment to the TWA employees.

2 Q. To treat you like similarly situated captains at
3 American?

4 A. Correct, right.

5 Q. What did you expect this contract to provide for you in
6 that regard? You were, at that point you were a 13-year
7 captain or 12-year captain?

8 A. 12-year captain.

9 Q. What did you expect?

10 A. I expected to be a 12-year captain at American.

11 Q. And what did, because what is written here?

12 A. Because of this commitment.

13 Q. What did Mr. Tumblin say about that notion?

14 A. He said absolutely. He said that is strong language.
15 Yes.

16 Q. Strong language?

17 A. It is strong enough to support legal effort. A
18 lawsuit.

19 Q. Did you have any other questions for Mr. Tumblin?

20 A. That is the one I remember most clearly.

21 Q. Now, Mr. Wilder, he was there on April 2?

22 A. Yes, he was.

23 Q. And what was his speech about?

24 A. He was in favor of not waiving scope. He had stated
25 that position previously, and he reiterated that position at

1 the meeting.

2 Q. We have seen, there has been some evidence about a
3 litigation strategy that Mr. Wilder had come up with to try
4 to hold the deal hostage, basically. Was that discussed at
5 the meeting on April 2?

6 A. No, the first time I saw that document was in your
7 office this year.

8 Q. No mention of his litigation strategy?

9 A. None.

10 Q. That was not presented to you as an option?

11 A. It was not presented to us.

12 Q. But Mr. Wilder was still recommending you not waive
13 scope?

14 A. That's correct.

15 Q. Do you remember anybody responding, anybody in the room,
16 responding to Roland Wilder?

17 A. Yes.

18 Q. Go ahead?

19 A. Roland had made his presentation and had argued somewhat
20 differently than the rest of advisors, and at that point in
21 time, after his presentation he sat down and Michael Glanzer,
22 who was the investment banker who had been advising us about
23 potential mergers, got very angry, and in fact stood up and
24 went over toward Roland Wilder and again was screaming,
25 American is not going to do the deal if you don't waive

1 scope. They are going to walk.

2 Q. And again, screaming?

3 A. Screaming.

4 Q. Now you have got Mr. Christy screaming at Ted Case, you
5 got Michael Glanzer screaming at Roland Wilder?

6 A. Correct.

7 Q. What did you think when you have one adviser yelling at
8 another one?

9 A. Well, I was trying to listen to the advice of the
10 experts. I didn't think it was, I mean I thought it was that
11 important. To me they were trying to make a point that it
12 was that crucial, that they waive scope. And unfortunately
13 at the end --

14 Q. Ms. Young, before you answer that. Was this the first
15 time you had ever been at a MEC meeting where you were, where
16 you had lawyers make presentations to you?

17 A. We had probably heard from, you know, like I said,
18 Roland Wilder a little bit. We have our own in-house
19 attorney, David Holtzman. Yes, this was at first time there
20 was any real presentation or advice given to us about the
21 situation with we were in with the purchase.

22 Q. After Mr. Glanzer is screaming at Mr. Wilder did he
23 change his position, Mr. Wilder, that is?

24 A. He did. He capitulated and he looked defeated. You
25 know, his body language was, and he said, he ended his

1 presentation by saying, you know, a contract is better than
2 no contract, and I suppose if you have to waive, I would just
3 advise you to wait until the courthouse steps.

4 Q. Meaning wait until Friday?

5 A. Yes.

6 Q. At the hearing?

7 A. Yes.

8 Q. Correct.

9 A. Yes, correct.

10 Q. Ms. Young, before the vote was made did you take a straw
11 pole for an opinion?

12 A. I did. Again I was looking for all the information that
13 I could gather that day and I spoke to everybody in the room
14 who I knew, I spoke to Bud Benschel, the merger committee
15 chairman. I spoke to two of the merger committee members who
16 were there. I spoke to a couple of the negotiating committee
17 members who were there. I knew where the MEC members stood.
18 And everybody in that room, after listening to advisors, had
19 the opinion that we had to waive scope. Except for three
20 people.

21 Q. Who?

22 A. Howard Hollander, Ted Case and John Hefley. John Hefley
23 was a member of the merger committee.

24 Q. And how did you vote then?

25 A. No.

1 THE COURT: The vote though was limited to the MEC
2 members, right?

3 THE WITNESS: That's correct, your Honor.

4 Q. The six sitting at the table you drew?

5 A. Yes, sir.

6 THE COURT: The merger committee members and the
7 negotiating committees, members, unless they were MEC
8 members, didn't have a right to vote.

9 A. That's correct. Because we didn't have one that had
10 both rolls, Alan Altman.

11 Q. D 74, which is minutes from the meeting.

12 Ms. Young, these are minutes from the April 2
13 meeting, right.

14 THE COURT: In evidence already.

15 Q. Yes, these are in evidence. You want to go to the
16 second to last page, I believe, where the vote tally is.

17 Ms. Young, what we were showing on the screen here,
18 what is that?

19 A. This is the record of the roll call vote.

20 Q. And again, what does that mean, roll call?

21 A. Normally each representative just has one vote. But if
22 one of the MEC representatives sees a situation that is
23 important enough, they can use their number of people that
24 they represent as extra power. And that is what Steve
25 Rautenberg did here.

1 Steve and I represented more pilots than the other
2 representatives in the other two domiciles, so Steve called
3 for a roll call vote, and we are then required to vote some
4 portion or all of our persons that we -- pilots that we
5 represented either for or against a particular resolution.

6 Q. Is this an accurate tally of how the representatives
7 voted that day?

8 A. Yes.

9 Q. Sally, Ms. Young, for it says, Young, 400 votes for.
10 For what, for waiving scope?

11 A. To waive scope, yes.

12 Q. Against, it says Young, 205?

13 A. That's correct.

14 Q. So you split your vote?

15 A. I did.

16 Q. Can you tell the jury how you came up with that
17 decision?

18 A. That was the line of demarcation that I arrived at in
19 general terms of the number of pilots I represented who were
20 most vulnerable to furlough and job loss. I represented in
21 St. Louis 605 pilots. 400 of those pilots were on the junior
22 end. I considered 200 to be in the range that were if not
23 already, had a captain bid, then would be, have reasonable
24 expectation to upgrade to captain very soon. And to me
25 people who were -- historically speaking, people who were

1 either captains or very close to being captains were almost
2 never subject to potential job loss or furlough. And so in
3 my mind I thought that 400 of my constituents would not want
4 me to waive -- would want me to waive scope and 205 would
5 not.

6 Q. So that is how you made your decision?

7 A. It is.

8 Q. If you look at page 5, the last whereas clause, says the
9 MEC had considered extensive advice from its bankruptcy
10 counsel, Steven Tumblin and Richard Seltzer?

11 A. That this that is true.

12 A. Yes.

13 Q. And merger counsel Roland Wilder who was there?

14 A. Yes.

15 Q. Advice from Glanzer, Babbitt, that is one we haven't
16 talked about?

17 A. He was sitting actually to the left, to the -- to the
18 right of Michael Glanzer and Bill Roberts.

19 Q. Do you remember anything in particular he said?

20 A. He did make a brief presentation. He was supportive of
21 what the ALPA advisors were saying. He was a consultant.

22 Q. It says going on that he you received advice from Bill
23 Roberts. What did he say as you recall?

24 A. Bill Roberts was the representation expert who said that
25 there was absolutely no obligation on the part of TWA to

1 recognize ALPA as the bargaining entity because we had never
2 had a certification process at TWA that TWA had always, the
3 company, TWA, had always voluntarily recognized ALPA as our
4 bargaining agent. And in a post 1113 bankruptcy process that
5 we might have no union, that we might --

6 Q. Bill Roberts said what, that you might, that ALPA won't
7 be your union any more if this motion is granted?

8 A. Yes. If our CBA is stripped, we quite possibly would
9 have no union, we would have no grievance process, no way to
10 protect pilots. Their jobs could be unilaterally changed by
11 the company. They could walk off large numbers of pilots if
12 they so sought to do so.

13 Q. Let me interrupt you. You with we saw Thursday in Mr.
14 Seltzer's brief to the bankruptcy court the one thing TWA was
15 not seeking to reject was ALPA's representation of the
16 pilots. Did Mr. Seltzer correct Mr. Christy and tell him he
17 was wrong?

18 A. Absolutely not.

19 Q. Mr. Roberts, I am sorry. Mr. Seltzer did not correct
20 him?

21 A. No, absolutely not.

22 Q. How important to your decision was Mr. Roberts threat
23 that you are you will lose ALPA representation if this motion
24 is granted?

25 A. It was crucial. I represented most of the junior pilots

1 at the council meeting and they were the ones subject to
2 career tragedy if we didn't have a union.

3 Q. Ms. Young, other than waiving scope, was there any other
4 option presented to the MEC that day?

5 A. There was not.

6 Q. We have got a group of six or seven lawyers and no one
7 has an idea other than surrender, is that right?

8 A. They presented no other alternative than basically to,
9 comparison of waiving scope or not waiving scope. They made
10 it, a very clear case for waiving scope.

11 Q. Do you remember any discussion about, well, if the
12 bankruptcy court takes our contract, rejected our contract,
13 will we then have a right to strike. Do you remember any
14 discussion about that.

15 A. I do remember some discussion at the very end. But I
16 don't remember exactly what was said., you know, the right to
17 strike is such a crucial element for an employee group
18 because it is the one bargaining behavior that they have to
19 keep the company from making unilateral changes to a
20 contract. The threat of a strike, I should say.

21 Q. Can you, without remembering specifics, can you remember
22 the gist of the conversation that day about whether or not
23 you would have a right to strike?

24 A. They said we would not have a right to strike.

25 Q. Who is they?

1 A. Well, Bill Roberts and company.

2 Q. Again, did Mr. Seltzer, who had filed a brief saying
3 there was a clear right to strike, did he correct Mr.
4 Roberts?

5 A. He said nothing. He said nothing about it. He did not
6 mention that he had filed that in his brief.

7 Q. If you had known that, had you known that striking would
8 have been an option for you even if you lose in the
9 bankruptcy court, would that have been something important to
10 you that day to know?

11 A. Absolutely.

12 Q. Did anyone -- did any of the ALPA advisors present that
13 day tell you, you know, you need to understand something,
14 that if you do waive scope, it is going to be game over with
15 respect to the seniority issue?

16 A. No. In fact, Steve Tumblin told us we had a back stop in
17 the asset purchase agreement. They, ALPA, ALPA had told us
18 that they were going to be supportive, that this was the only
19 way to go, we would still have a process, that the reasonable
20 best efforts grievance was real, that the asset purchase
21 agreement language was real, that those were elements of
22 leverage that would provide us a process that would be, that
23 went, that end in a fair integration and discussions for
24 integration.

25 Q. Of course you still had the biggest pilot union in the

1 world on your side?

2 A. That's correct.

3 Q. What comfort did that give you, and what did you expect
4 from your union going forward?

5 A. I expected them to make a full court press in
6 representing us, and supporting us.

7 Q. And you recall that that is indeed what was promised?

8 A. That's correct. I didn't see any reason not to. We
9 had councils 2, 3 and 4.

10 Q. What does that mean?

11 A. We were the founding members of ALPA we had been members
12 since it began. Councils, the council was a local group of
13 pilots who are domiciled in a particular city and that is
14 considered your local local council. We had Councils 2, 3
15 and 4, when it very first began.

16 Q. P 316. Don't put it up yet.

17 MR. PRESS: This is a new one, Judge.

18 Q. Ms. Young, I have handed you what we marked exhibit P
19 316 before the trial. What is that.

20 A. This is a letter from Duane Woerth, the president of
21 ALPA National, excuse me, National ALPA, to the members of
22 TWA ALPA.

23 Q. It is a letter from the president of the union to all
24 TWA pilots, it says?

25 A. That's correct.

1 Q. What is the date of that?

2 A. May 31, 2001.

3 MR. PRESS: We move for the admission of P 316,
4 your Honor.

5 MR. FRAM: No objection.

6 THE COURT: P 316 in evidence.

7 Q. It says in the third paragraph, can you read that, TWA
8 pilots overcame many obstacles?

9 A. On what has been along and tortuous journey to secure
10 your careers. Overcame many obstacles on what has been a
11 long and torturous journey to secure your careers. The
12 difficult decisions made by your MEC in the last days of
13 bankruptcy to avoid chapter 7 liquidation and affect the
14 transition to TWA LLC were but one more chapter in a
15 voluminous but difficult decision forced upon TWA within the
16 last few decades.

17 "I fully realize that much more lies ahead before
18 TWA pilots are truly in safe harbor. Your fellow ALPA pilots
19 leaders also realize this and at your recently concluded
20 executive board meeting passed a supporting resolution which
21 concluded: Quote, "Therefore, be it resolved that the
22 executive board pledges the full moral support of the
23 association, along with necessary funding in accordance with
24 current ALPA policies, and with the ALPA Constitution and
25 bylaws, to enable the TWA MEC to properly represent the TWA

1 pilots through this crisis and to properly complete the tasks
2 before them."

3 Q. Ms. Young, before getting to the last paragraph, this
4 pledge from, first of all, this reference to the executive
5 board, what is that a reference to?

6 A. The executive board is the, it is a voting body which
7 directs the business of ALPA National. Executive board
8 members are representatives.

9 Q. It says you were, your full moral support. Were you
10 asking for full moral support?

11 A. We needed all the support we could get.

12 Q. He concludes his letter, as president, what, what did he
13 say?

14 A. I will continue to coordinate with your MEC and your
15 merger committee to ensure --

16 Q. Stop. He says I will continue to coordinate with your
17 MEC. Had he ever coordinated anything with you up until this
18 point in time?

19 A. No. Not me personally.

20 Q. Did he coordinate anything after that?

21 A. Well, you know, later I came to find out that he
22 somewhat did in a back door manner but not directly.

23 Q. Okay. We will get to that. That comes at the end,
24 right?

25 A. Right.

1 Q. But up to May 31 he hadn't done anything tangible for
2 the MEC?

3 A. That's correct.

4 Q. And he says here, he is going to coordinate to do what,
5 to ensure?

6 A. Pilots are fairly and equitably integrated into the
7 American pilots seniority list and ensure that the executive
8 pledge is fulfilled.

9 Q. Did President Woerth do anything to ensure ha fair and
10 equitable integration with the American pilots?

11 A. No.

12 Q. Now, going forward, Ms. Young, your merger committee met
13 with the American pilots merger committee to negotiate
14 seniority. Right?

15 A. That's correct.

16 Q. And you were kept apprised and informed that those
17 negotiations didn't go well?

18 A. That's correct.

19 Q. And then there was some testimony about a meeting in
20 October in Washington, D.C., kind of the end of the road?

21 A. Correct.

22 Q. Were you there?

23 A. I was.

24 MR. PRESS: This a good time for a break. This is
25 a new topic.

1 THE COURT: Yes. If you would like to take a break
2 now, it is fine. It is close to 20 of 10. We will take a
3 15-minute break. Until about five of 10.

4 All rise when the jury leaves.

5 (Recess)

6
7
8 (Jury enters the courtroom.)

9 SALLY YOUNG, resumes.

10 CONTINUED DIRECT EXAMINATION

11 BY MR. PRESS:

12 THE COURT: Mr. Press, you may proceed.

13 Q. We jumped forward. I want to step backwards for a bit.
14 I want to refer to exhibit P 113 which is in evidence. Ms.
15 Young, can you see that on the monitor?

16 A. I can.

17 Q. You recognize the name Jalmer Johnson at the bottom?

18 A. I do.

19 Q. ALPA's general manager?

20 A. Correct.

21 Q. You recognize the names of the recipient of his January
22 25 letter?

23 A. Yes, I do.

24 Q. Captain Darrah is the president of the American pilots
25 union?

1 A. That's correct.

2 Q. How does he open up his letter. I understand?

3 A. "I understand that your board is considering taking
4 action to continue looking at a possible affiliation between
5 ALPA and APA."

6 Q. This is three weeks after the merger is announce
7 announced, right?

8 A. Yes.

9 Q. He goes on about providing information to your
10 membership about our union, right?

11 A. Correct.

12 Q. He says we are willing to pay for the cost of
13 distributing that information, as well as the cost of any
14 polling of your membership that may accompany this campaign.

15 Did you get a copy of that letter back then?

16 A. No.

17 Q. When did you first see it, do you remember?

18 A. In discovery in your office.

19 Q. This campaign, what campaign?

20 A. The campaign to have ALPA become the bargaining entity
21 for APA.

22 Q. Which was a campaign that, what was going on before the
23 American TWA merger was announced?

24 A. That's correct.

25 Q. What was your understanding --

1 THE COURT: Were you aware that it was going on.

2 A. I was aware that it was ALPA's goal to bring all
3 companies who were not ALPA members into the ALPA membership,
4 but a global goal.

5 THE COURT: I am sorry, go ahead.

6 Q. Ms. Young, what was your understanding as to the status
7 of that campaign after the American TWA transaction was
8 announced in early January?

9 A. It is astounding to me that they had communications, it
10 is completely inappropriate. Their obligation was to the
11 TWA pilots.

12 Q. Whose?

13 A. ALPA National.

14 Q. ALPA's?

15 A. Yeah.

16 Q. Why does this astound you?

17 A. It is inappropriate contact. It is inappropriate
18 communication. That campaign should have been stopped for
19 the duration of the integration process.

20 THE COURT: By integration, you mean integration of
21 the American pilots with the TWA pilots.

22 THE WITNESS: Yes, your Honor.

23 Q. Why do you say it should have stopped, who is to say
24 that?

25 A. This, to me, this indicates that they are completely

1 conflicted. Their full concentration should have been on
2 supporting the TWA pilots, not on winning the APA pilots
3 over.

4 Q. And Ms. Young, to have known of this continuing campaign
5 and this kind of communication between the two unions, would
6 that have been important to you to know on April 2 when you
7 made your decision?

8 A. Absolutely. I had no idea. To me that is a clear
9 indication of conflict.

10 Q. Now let's go to October?

11 A. Okay.

12 Q. Why were you in Washington meeting with the American
13 pilots?

14 A. The negotiations had continued to go badly. The TWA
15 pilots sought support from Washington to re-establish the
16 Allegheny Mohawk 3-13 provisions.

17 Q. You are talking about the Bond bill?

18 A. Yes, I am.

19 Q. Okay.

20 A. All we wanted was a provision attached to the
21 appropriations bill, post 9-11, that reinstated arbitration.
22 And you know, to us that was a no cost item. It was
23 essential to not only the employees of all the airlines such
24 as, but to the traveling public. It is not only more fair
25 but it is safer to have pilot groups integrated fairly.

1 Q. How is that a safety issue?

2 A. Well, it is, it can be a very contentious issue, and I
3 think there can be safety implications, if a pilot is
4 completely, if his career, his or her career is completely
5 ruined by the integration process, I think you have got
6 potential for serious stress.

7 Q. Okay.

8 A. So we sought help from Washington, and we began
9 lobbying.

10 Q. Were you involved in the lobbying personally?

11 A. I was.

12 Q. How much time do you think you devoted to lobbying on
13 Capitol Hill for the Bond bill?

14 A. As much as I could.

15 Q. What does that mean?

16 A. Several weeks worth of lobbying. We would typically
17 travel up on, to Washington for at least two or three days at
18 a time and then go back home and tend to family business.

19 Q. Now, we saw Ted Case. He had a stack of business cards
20 with folks on the hill that he had spoke with. Did you
21 personally speak with legislators?

22 A. I did.

23 Q. Ms. Young, in the weeks that you were on Capitol Hill
24 lobbying did you ever once see anybody from ALPA National?

25 A. Did not.

1 Q. Did you ever speak with anybody from ALPA National about
2 your lobbying effort?

3 A. We did. We eventually, because we didn't see them on
4 the hill we eventually sought their assistance on I think two
5 occasions, we went over to Herndon to seek their assistance.

6 Q. When you say we, who are you referring to?

7 A. On one occasion it was Ted Case, myself, John Hefley,
8 and Howard Hollander. We heard there was an executive
9 council till meeting going on so we went to plead for their
10 assistance in this lobbying effort.

11 Q. Who did you speak with, the council?

12 A. The council.

13 Q. What response did you receive?

14 A. It it was harsh.

15 Q. What do you mean?

16 A. That was the first time in my memory that, we were,
17 after waiting for an hour, we asked them for five minutes. I
18 remember this is the largest integration of all time,
19 founding members of ALPA, and we asked for five minutes of
20 the executive council sills time. They were frustrated with
21 us that we were bothering them. They made that clear.

22 MR. FRAM: Pardon me. Could we have facts as
23 opposed to characterization. I really object because because
24 it is not talking about what was said but instead
25 characterizing it.

1 THE COURT: I am going to allow it up to now.

2 Let's continue. You heard the objection.

3 Q. You were just about to say they made that clear, what
4 did they say?

5 A. One member, I believe it was a Con Air MEC, or maybe
6 Delta, I think Con Air, told us that TWA had dragged ALPA
7 down for years and they weren't going to spend any more money
8 on us, to our faces.

9 Q. So what support are you aware of that ALPA lent to the
10 lobbying effort, any?

11 A. I am not aware of any.

12 Q. Now, Ms. Young, this Bond bill, created some traction
13 for additional negotiations with the American pilots?

14 A. It did.

15 Q. And you were there for that?

16 A. I was.

17 Q. And you recall when?

18 A. In, I believe it was the first day was October 21, 2001.

19 Q. All right.

20 THE COURT: I am sorry. What happened on that day?

21 THE WITNESS: That was, I believe that was the
22 first date that we met in Washington for the MEC meeting and
23 the negotiations with American and APA, at the Mayflower
24 Hotel.

25 THE COURT: You actually met with the American

1 folks?

2 A. We did, part of the weekend.

3 Q. Ms. Young, those negotiations went over three days, is
4 that pretty much it, the 21, 22, 23, they ended?

5 A. The meetings were over three days. I think, yeah, the
6 negotiations ended just prior to that.

7 THE COURT: You are talking about negotiations with
8 American, APA and the American pilots.

9 THE WITNESS: Both APA representatives and
10 representatives from the company, American, were there.

11 THE COURT: Both the airline, the management was
12 there as well as labor.

13 THE WITNESS: That's correct.

14 Q. And the issue was the seniority integration?

15 A. Yes.

16 Q. And can you recall what generally the last proposal
17 made by the American pilots was on how to integrate the two
18 lists?

19 A. Yes. I remember it, it was very brief proposal. One
20 page. And essentially it proposed to begin the integration
21 of the senior most TWA pilots, Captain Upp, at somewhere
22 around the 5,000 seniority mark. And then to provide for an
23 a ratio integration down to a point where twelve, over 1,200
24 pilots, TWA pilots, which was over half, would be stapled at
25 the bottom of the list.

1 Q. And you were part of the that proposed staple, weren't
2 you?

3 A. I was.

4 Q.

5 THE COURT: Now, that was a proposal of TWA
6 /EUFRLPBLGTS /THAEUFRLPBLT was from APA to TWA.

7 THE COURT: That was a proposal to you.

8 THE WITNESS: Yes.

9 Q. That, that was American pilots last proposal, right?

10 A. It was.

11 Q. Did the MEC vote on that?

12 A. We did.

13 Q. And how did that voting?

14 A. We decided not to sign or to accept the proposal.

15 Q. And how did you specifically vote?

16 A. I voted no.

17 Q. Why?

18 A. It was a horrendous integration.

19 Q. That would have done what to your constituents?

20 A. It would have put all of my constituents at risk. It
21 did put all of my constituents at risk.

22 Q. Was there anybody on the MEC, again there are six
23 members, right?

24 A. Yes.

25 Q. Did any of them vote in favor of this proposal?

1 A. One representative did.

2 Q. Who was that?

3 A. Steve Rautenberg.

4 Q. He was the captain rep in Saint Louis?

5 A. Correct.

6 Q. Now, after the proposal is rejected what did the MEC do
7 then?

8 A. Well.

9 Q. That wasn't the end of the game, right?

10 A. Well, we sought -- there was some discussion about a
11 counter proposal.

12 Q. Before that?

13 A. We called Duane Woerth.

14 Q. What was the purpose of calling Duane?

15 A. Called Duane Woerth so we could initiate the three part
16 strategy Roland Wilder had designed to -- if the negotiations
17 didn't go well, to seek relief from the implementation of
18 that bad integration. And it was a three part strategy
19 involving an injunction, and continued lobbying, and you
20 know, it was a legal strategy along with a lobbying strategy.

21 Q. So you had this legal strategy that Mr. Wilder had to
22 get an injunction, right?

23 A. That's correct.

24 Q. So you called President Woerth and asked what?

25 THE COURT: An injunction against what.

1 A. An injunction against the implementation of the
2 integration.

3 It was to prevent American from implementing the
4 bad --

5 THE COURT: Is this after they had implemented it
6 or this was going to be beforehand.

7 A. Before they implemented. He was going to -- he was
8 literally going to finish that brief and file it immediately
9 on Monday.

10 Q. I guess we should give more context to this. The
11 American pilots union, APA, had made what they said was their
12 final proposal which included staple over 1,200 TWA pilots?

13 A. Correct.

14 Q. In they said this was it. What was going to happen next
15 if you didn't accept that agreement or do something?

16 A. We had the strategy that Roland --

17 Q. No, what did the American pilots tell you was going to
18 come next if you don't accept this, what did you understand
19 they were going to do?

20 A. That it could get worse.

21 Q. Well, did you understand they would act unilaterally?

22 A. Yes.

23 Q. And specifically what did you understand they could do?

24 A. They could change the seniority to actually to get
25 worse, they could exclude any protection that's they had

1 decided to keep in the integration. That was going to be a
2 unilateral decision between them and American Airlines and
3 not us.

4 Q. The point is they don't need your agreement, right?

5 A. That's correct.

6 Q. American Airlines and its pilots union could enter into
7 whatever they wanted to?

8 A. That's correct.

9 Q. And that was the threat, right?

10 A. That's correct.

11 Q. So Mr. Wilder's injunction is to stop that from
12 happening?

13 A. That's correct.

14 Q. Was there a term that you all used to refer to a
15 seniority integration that would just be imposed on you, did
16 you have a term for it?

17 A. Cram-down.

18 Q. Cram-down. Meaning what?

19 A. Meaning cram the bad seniority integration down on the
20 TWA pilots.

21 Q. And Mr. Wilder's idea was to go to court and seek an
22 injunction to stop that --

23 MR. FRAM: Your Honor, these are all leading
24 questions.

25 THE COURT: You are getting very leading.

1 THE COURT: Is that your objection?

2 MR. FRAM: Yes, leading.

3 THE COURT: You are testifying now, not the
4 witness.

5 Q. Ms. Young, what did you understand Mr. Wilder's strategy
6 would do about this cram-down notion?

7 A. He would prevent, the strategy would prevent the
8 implementation of the cram-down.

9 THE COURT: You say would prevent. He told it
10 would prevent.

11 THE WITNESS: That's correct.

12 THE COURT: You didn't know whether it would work
13 or not.

14 A. That's correct.

15 Q. And so again getting back to your conversation, do you
16 recall, that you, your call with President Woerth. What was
17 the point of that?

18 A. Shockingly, in spite of the --

19 THE COURT: No, don't, just answer.

20 Q. What was the point of calling him?

21 A. The point of calling him was to tell him that we had not
22 signed and we were going to move forward with the three part
23 strategy that had been heretofore supported by ALPA National.

24 Q. What did Mr. Worth say?

25 A. No.

1 Q. No what?

2 A. He said he is not going to sue another union. He is not
3 going to sue anybody that he doesn't have a contract with.

4 Q. So what was the reaction of the MEC?

5 A. Shock. Roland Wilder was equally shocked. I watched
6 his reaction personally because he to me was a man of
7 integrity and experience, and I specifically watched Roland
8 Wilder because I wanted the truth about whether or not ALPA
9 had supported the strategy prior to that, and I could see
10 very clearly that Roland had been sold out.

11 MR. FRAM: Your Honor, I object and move to strike.

12 THE COURT: That is kind of an opinion. Let's just
13 stick to the facts.

14 Q. Ms. Young, do you understand the instruction from the
15 Judge?

16 A. Yes, sir, I do.

17 Q. Okay. So going forward, what was the strategy then, you
18 don't have the litigation option. What was the strategy, if
19 any?

20 A. Well --.

21 THE COURT: And what timeframe.

22 Q. Going forward after October 23?

23 A. Yes.

24 THE COURT: But before American and the pilots had
25 acted unilaterally?

1 MR. PRESS: Correct.

2 A. Yes. We were, we still had, we thought we still had
3 potential to lobby for the Bond bill. We, I think, my memory
4 is we went back to St. Louis to try to regroup and see if
5 there was any leverage we could get, any leverage we could
6 get by any legal strategy and move ahead.

7 Q. Okay. Now, at that time, in late October, there was,
8 TWA had made a decision to close the bases in LA and New
9 York, right?

10 A. We were notified in the middle of October that those two
11 bases were going to be compressed into St. Louis so at the
12 meeting in October we had an obligation to handle the issue
13 --

14 Q. Before you get into that, what does this mean they were
15 going to close the bases?

16 A. They were going to compress all the pilots into one
17 domicile, St. Louis. American was not going to allow to us
18 maintain our New York and LA domiciles so all the pilots were
19 going to be sequestered, if you will, to St. Louis.

20 Q. Now, what did that mean as far as the composition of the
21 MEC, once those two bases were closed?

22 A. It did post a technical issue because we had two
23 representatives in each domicile. Considering the fact that
24 there would only be one domicile we had a decision to make as
25 a MEC as to how we would handle the representation. Nobody

1 on the MEC thought it was fair to have one captain rep and 11
2 FO rep for the whole company, and we discussed the fact that
3 one of the options was to maintain, remain status quo. Those
4 pilots had been duly elected in those two domiciles, New York
5 and LA. And I thought it seemed fair and right to allow
6 even, even though we were all sequestered in Saint Louis, to
7 allow those pilot reps to continue to represent the pilots
8 who had formerly be in those domiciles and were duly elected.

9 Q. So what was the --

10 A. The whole MEC voted on that possibility, and everybody
11 voted yes with one exception.

12 Q. Who was that?

13 A. Steve Rautenberg some.

14 Q. So without unanimous decision on that issue, what did
15 that mean?

16 A. Well, ALPA claimed that it didn't have text in the
17 Constitution bylaws that described how to handle such a
18 situation. So without unanimous approval of the status quo,
19 they felt like we had to go ahead and follow through with new
20 elections. The problem was we had, the Constitution bylaws
21 for ALPA describes a time line within which you have to have
22 elections and this ensures that people who are traveling like
23 pilots have time to find out who is running, consider their
24 options, and then vote in the election.

25 And I believe that was about a three-week timeframe

1 between sending out ballots and waiting for pilots to respond
2 with their vote.

3 Q. So what happened was for a time period there was only
4 Steve Rautenberg and yourself that comprised the MEC?

5 A. That's correct.

6 Q. Over what time period was that the case?

7 A. From November 1 until, I believe November 13 or 14.

8 THE COURT: The two of you were the entire MEC.

9 THE WITNESS: That's correct.

10 Q. Representing over 2,300 pilots?

11 THE WITNESS: That's correct.

12 Q. Do you remember having a MEC meeting on March -- October
13 31?

14 A. I do.

15 Q. Okay.

16 THE COURT: We are still in 2001.

17 THE WITNESS: Yes, your Honor.

18 MR. PRESS: Exhibit D 257.

19 THE COURT: Say that again.

20 MR. PRESS: D 257.

21 THE COURT: This is not in evidence.

22 MR. PRESS: No, it is not.

23 Q. What is exhibit D 257, Ms. Young?

24 A. It looks like it is the TWA MEC minutes from that
25 special meeting on October 31, 2001.

1 THE COURT: Are you offering it.

2 MR. PRESS: Yes, your Honor.

3 THE COURT: Are you offering it D 257 in evidence.

4 Any objection.

5 MR. FRAM: No objection, your Honor.

6 THE COURT: D 257 in evidence.

7 Q. I want to refer you to page 6 of this document, okay?

8 There are some resolutions there at the top. MEC reserved --

9 what did you reserved?

10 A. That any proposed integrated seniority.

11 Q. Say --

12 A. Any proposed integrated seniority list agreed to between

13 the TWA ALPA elected representatives and AMR APA

14 representatives shall be unanimously agreed to by each and

15 every individual TWA MEC member, and the TWA MEC chairman,

16 and be it further resolved that absent unanimous agreement of

17 each TWA MEC member and TWA MEC chairman, the acceptance of

18 an integrated seniority list is a decision best made by the

19 TWA ALPA pilots themselves --

20 Q. Okay. So those two resolutions, what was the point in

21 doing that, requiring unanimity?

22 A. At this point we knew it was going to be down to two

23 representatives and we wanted to prevent any one

24 representative from trying to conduct business, the business

25 of representing pilots unilaterally.

1 THE COURT: I am sorry. Repeat that.

2 A. We only had two representatives, myself and Steve
3 Rautenberg. And --

4 THE COURT: Well, not at this meeting.

5 THE WITNESS: That's correct. I am sorry.

6 THE COURT: This meeting you had everybody was
7 voting.

8 THE WITNESS: That's correct.

9 Q. But the next day?

10 A. The next day, on November 1, we were going to be down to
11 just the two representatives.

12 THE COURT: One couldn't do it because if one side
13 or the other it would be split 50-50. So it, with a two man
14 board, it LAD to be unanimous. There was no other way you
15 could operate.

16 Q. Unless Mr. Rautenberg called for a roll call vote?

17 THE COURT: The roll call vote was two people.

18 Q. Explain to the Judge how that worked, Mr. Rautenberg
19 could conduct business on his own?

20 A. As it so happened I got a phone call from --

21 Q. Well. Can --

22 MR. JACOBSON: Wait.

23 Q. Can you answer my question, address the judge's concern?

24 A. A recall vote would enable who, between the two
25 representatives, if this is down to 2 representatives, a roll

1 call vote would allow whoever represented the most pilots to
2 have sway over the representative who didn't have as many
3 pilots that they represented.

4 THE COURT: Okay. Go ahead. In other words, it
5 was in effect weighted voting.

6 THE WITNESS: Correct.

7 THE COURT: What you are in effect is saying is
8 Rautenberg represented more pilots than you represented,
9 therefore, his vote was more heavily weighted than yours.

10 A. Yes.

11 THE COURT: That is in effect what you are saying.

12 MR. PRESS: That is exactly it, yes.

13 Q. So this resolution was passed to avoid that, Mr.
14 Rautenberg from conducting, or you, conducting business on
15 your own?

16 A. Correct.

17 Q. Again, during that interim time period where there is
18 only two reps?

19 A. Right.

20 Q. So what happened a week later, Ms. Young?

21 A. A week later on November 6 I got a phone call on my
22 personal cell phone from Duane Woerth.

23 Q. What did twain worth want?

24 A. I was surprised to hear from him since I hadn't spoken
25 to him much in the hole process. I asked him how he got my

1 cell phone and he said he had got init from the office. I
2 asked him what was happening, and he said he wanted to have a
3 meeting the next day.

4 THE COURT: This was November 5.

5 A. November 6.

6 THE COURT: 2001.

7 THE WITNESS: Correct.

8 Q. Had Duane Woerth ever called you before?

9 A. No.

10 Q. And he called a meeting of what?

11 A. Just Steve Rautenberg and I, and I asked him the purpose
12 of the meeting, and he said he was, he thought we were going
13 to have another shot at signing the integration.

14 Q. This is President Woerth speaking?

15 A. President Woerth.

16 Q. And had he ever called a MEC meeting before?

17 A. Not to my knowledge.

18 Q. Was there a meeting the next day?

19 A. Yes, there was.

20 Q. Can you recount what happened in general terms at that
21 meeting?

22 A. Well, on the phony suggested, I asked why we were going
23 to have, what had precipitated to provide this opportunity to
24 sign this integration again. And he claimed that he had been
25 in conversation with Jeff Brundage, the VP of H R at American

1 Airlines, and that we might have a chance to get an improved
2 integration. I didn't know how all that was working. It
3 seemed a little bit shady to me that those discussions would
4 be taking place without any direction from us. I would never
5 want to turn --

6 THE COURT: Who was us.

7 A. The governing body, the TWA MEC. I was always available
8 to listen to a better deal, and so I was determined to go to
9 the meeting and conduct the meeting.

10 Q. And what happened at the meeting?

11 A. Well.

12 THE COURT: The meeting was the 7th.

13 THE WITNESS: The meeting was on the 7th. It
14 started at noon. And Mr. Rautenberg very early in the
15 process, Captain Rautenberg, very early in the process tried
16 to make a motion and second it himself that we sign the
17 integration that we had in fact voted not to sign two and a
18 half weeks prior.

19 Q. So, let's clarify that. This supposed better deal that
20 President Woerth said might be available, what was this
21 better deal, as far as you understood?

22 A. I thought we were going to get more in the integration.
23 But what was the motion was the same document that we saw two
24 and a half weeks prior in Washington.

25 Q. The same proposal that the full MEC had rejected on

1 October 23?

2 A. That's correct.

3 THE COURT: That is stapling 1,200 pilots below the
4 line.

5 A. That's correct.

6 Q. Captain Rautenberg's motion was to do what?

7 A. To sign it.

8 Q. And Ms. Young, what did you do in response?

9 A. I threatened to leave.

10 Q. What do you mean?

11 A. Without both representatives there we would not have a
12 quorum so business could not take place.

13 Q. Okay.

14 A. And so he would not have been able to conduct that
15 business if I left.

16 Q. And what was the response, first of all, were there any
17 ALPA advisors at the meeting?

18 A. Yes. Again, unbeknownst to me, Clay Warner and Marta
19 Wagner were invited and showed up on their own to this
20 meeting.

21 Q. What did Mr. Warner say about you leaving the meeting
22 and denying a quorum so Mr. Rautenberg couldn't pass that
23 motion?

24 A. He basically threatened me with consequences. He said
25 there would be consequences.

1 Q. Did he tell you what consequences?

2 A. No.

3 Q. And Ms. Young, what did you do next?

4 A. Well, Bob Pastore, the master chairman, Ted Case, the
5 secretary treasurer, and I took a break to discuss the
6 situation. And.

7 THE COURT: Well, they were no longer, weren't they
8 all --

9 A. The officers are not the elected people but they still
10 stayed as the officers of the Master Executive Council.

11 THE COURT: Non-voting --

12 THE WITNESS: That's correct.

13 Q. And you had a meeting and discussed what?

14 A. -- Well, we spoke about the fact that Roberts Rules of
15 Order which are the, which is the system by which you conduct
16 ALPA meetings, and which had been used since day one, at
17 ALPA, required that in order to conduct business you had to
18 have a second.

19 In order to put a motion on the table you have to
20 have a second. That is a basic tenant.

21 Q. What does that mean?

22 A. That means one person can't conduct business on their
23 own.

24 Q. What is a second, what does that mean?

25 A. Oh, it, if one person makes a motion which means that

1 they have a desire to discuss a certain type of business,
2 somebody else has to say yes, I agree. We we would like to
3 discuss that and we agree with the basic information in this
4 motion and we would like to discuss there and bring it to the
5 voting group.

6 Q. You make a motion and I go, I second that motion?

7 A. Yes.

8 THE COURT: At that point in time there are only
9 two voting members.

10 THE WITNESS: Correct.

11 THE COURT: Could it be seconded by a nonvoting
12 member?

13 THE WITNESS: Not according to Roberts Rules of
14 Order.

15 THE COURT: Which means as a practical matter if
16 you both didn't agree on any motion, there, nobody could ever
17 do a, anybody could never do a motion.

18 A. That's correct.

19 Q. Does that get to the point of what you were discussing,
20 Ms. Young?

21 A. Yes, it is. That is what we discussed. We decided to
22 ask for clarification on this particular issue from ALPA
23 National.

24 Q. What was the response from them?

25 A. We asked for a rendering of an opinion in writing from

1 Jerry Muggerditchen who is the secretary treasurer of the
2 ALPA National, a ruling in writing about whether or not a
3 second was required.

4 Q. Did you receive that?

5 A. We did.

6 Q. And what what's his spin?

7 A. Well, he said in my opinion, he couldn't, co provide no
8 reference to Roberts Rules of Order or any other system to
9 conduct meetings that would back up his statement. He said
10 it was his bin opinion that a second was not required when
11 there were only two representatives.

12 Q. Did you go back into open session and begin again the
13 MEC meeting?

14 A. We did.

15 Q. What did you do with respect to second go Mr.
16 Rautenberg's motion?

17 A. I still didn't second it.

18 Q. Why?

19 A. I didn't believe that we should consider business that
20 had been fully voted on two and a half weeks prior to that.
21 I didn't think that was representing the TWA pilots in any
22 way, shape or form.

23 Q. Now, this meeting, and what happened, how did the
24 meeting end?

25 A. We did not take a vote.

1 Q. You refused to second Mr. Rautenberg's motion?

2 A. Yes.

3 Q. Were you aware that that meeting was recorded by one of
4 the TWA pilots in attendance?

5 A. I became aware of it later.

6 Q. Were you aware of it that day?

7 A. Actually, yes, I was.

8 Q. At the time it was being recorded were you aware?

9 A. Yes, yes. I knew of the possibility that it might be
10 recorded. Let me put it that way.

11 Q. Okay. Have you heard that recording?

12 A. Parts of it.

13 MR. PRESS: We have a short audio clip from this
14 recording that was made that I would like to play for the
15 jury.

16 THE COURT: First let's start, is there there an
17 exhibit number.

18 MR. PRESS: It was. Mr. Fram, is there going to be
19 an objection?

20 THE COURT: Let's start with the exhibit number.
21 One step at a time.

22 MR. PRESS: I wasn't going to move it to admit it.

23 THE COURT: It is in evidence.

24 MR. PRESS: Okay.

25 MR. FRAM: There is no objection, your Honor.

1 THE COURT: There is no objection. It is in
2 evidence, so the jury would get to have it in their
3 deliberations, they could listen to it. You got to put it in
4 evidence. You got to create a record.

5 MR. PRESS: P-431 and P-432.

6 THE COURT: Where are there two numbers?

7 MR. PRESS: I think we are only going to show from
8 one. 431 is what we are playing.

9 THE COURT: You say there is no objection.

10 MR. FRAM: Correct, your Honor.

11 THE COURT: To putting it in evidence.

12 MR. FRAM: Correct.

13 THE COURT: P-431 in evidence.

14 MR. PRESS: The sound quality is not perfect.

15 THE COURT: Do you have transcript for the jurors.
16 Press breast I do. I thought. If you have agreed upon
17 transcript.

18 MR. FRAM: We do, your Honor.

19 THE COURT: Why not distribute it to the jury.
20 That way they can follow it.

21 MR. FRAM: I am not sure we have enough copies.

22 MR. PRESS: We will make the transcript available
23 to the jury at the conclusion of the trial.

24 THE COURT: All right. I just thought while they
25 are listening to the it now it would be helpful. If you

1 don't have it, you don't have it.

2 Q. Ms. Young, what I want when we play this is stop it
3 periodically and tell the jury who is talking. Okay?

4 A. Okay.

5 MR. PRESS: Your Honor, can we proceed.

6 THE COURT: This is P-431, which is referred to as
7 disk two, actually. You have disk one as 430. Disk two is
8 431. And disk three is P-432.

9 MR. PRESS: I am sorry. We misspoke. It is 430.

10 THE COURT: All right. 430. You still don't
11 object, I assume.

12 MR. FRAM: Correct, your Honor.

13 THE COURT: Okay.

14 (Taped played)

15 Q. Who is that speaking?

16 A. Clay Warner.

17 Q. That is Clay Warner speaking. Okay.

18 (Tape continues).

19 A. That is Steve Rautenberg.

20 Q. Who is that?

21 A. That is David Holtzman.

22 (Tape continues).

23 Q. Who is that speaking?

24 A. Steve Rautenberg.

25 Q. Who is that?

1 A. Bob Pastore.

2 (Tape continues)

3 Q. Somebody just said I am appealing that ruling. Who is
4 what that?

5 A. Steve.

6 (Tape continues).

7 A. Who is that speaking?

8 Q. That is Clay Warner.

9 Q. Who was that that gave that speech?

10 A. That was Clay Warner.

11 (Tape continues).

12 Q. Who was that telling you you have to live with that
13 decision if you leave?

14 A. Clay Warner.

15 (Tape continues)

16 Q. Who was that that just spoke with the cram-down is going
17 to be worse than what is on the table now?

18 A. Clay Warner.

19 (Tape continues).

20 Q. Was that Mr. Rautenberg?

21 A. Yes.

22 Q. He used pilot time, 1330, what was I saying?

23 A. He was saying we would wait a half an hour and I think
24 that was about the timeframe, and then reconsider the motion.

25 Q. Okay.

(Tape continues)

Q. That last speaker, consequences, who was that?

A. Clay Warner.

Q. That conversation was an open session, we heard clapping?

A. It was.

Q. Who was applauding?

A. There were over 100 pilots in attendance that day, TWA pilots.

Q. Did you, after that, soon after that, go into a closed session?

A. We did.

Q. Did Mr. Warner go in with you?

A. Mr. Warner requested the closed session. He and Marta Wagner, David Holtzman, Bob Pastore, Ted Case, Jim Arthur and myself went in to Bob Pastore's office.

Q. What did Mr. Warner tell you then?

A. Told me clearly that ALPA would not be able to defend me.

Q. What do you mean, defend you?

A. In the case that TWA pilot would sue me personally.

Q. Can you explain what you are talking about?

A. Well, if a TWA pilot didn't like the fact that we didn't sign the integration, and sought to sue me personally, that

1 ALPA would in fact not defend me. That was a threat.

2 Q. Did he make any other threats to you?

3 A. He, you know, he basically said that day I was
4 responsible for the careers of the pilots.

5 Q. How did that day end, was there a motion?

6 A. There was no vote taken.

7 Q. Now, what happened shortly after that, at American
8 Airlines, and with this seniority integration?

9 THE COURT: Begin, remind the jury, all this
10 testimony is in 2001, on the tape, and that you are
11 testifying about. It was November 7, 2001.

12 A. Yes, your Honor.

13 Q. The next day, the APA and American made their cram-down?

14 A. They did.

15 Q. What was that call, it was given a name?

16 A. Supplement CC.

17 Q. Right. And we heard Mr. Warner tell you that if you
18 don't accept what is on the table now, the cram-down is going
19 to be worse?

20 A. He did.

21 Q. Was that a truthful statement?

22 A. It was not.

23 Q. How did Supplement CC differ from what was proposed
24 three weeks later that you all rejected?

25 A. It didn't. It was essentially the same.

1 THE COURT: So it was that one-page term sheet was
2 basically Supplement CC.

3 A. That's correct.

4 Q. And under Supplement CC, Ms. Young, without getting out
5 those seniority rosters, can you tell us from your own memory
6 what happened, where you were on the TWA seniority list?

7 A. I was 1,200 something, at TWA. And I ended up being --

8 THE COURT: That was out of 2,300 pilots.

9 A. Yes, your Honor.

10 THE COURT: You were close to the middle of the
11 list.

12 THE WITNESS: That's correct. I was about middle
13 of the list at TWA. And at American, out of 14,000 pilots I
14 was 13,300, maybe, 500, 13,000, very near the bottom, very
15 bottom.

16 Q. And what, if anything, did ALPA do that you know of to
17 stop that from happening?

18 A. No, sir.

19 MR. PRESS: That is all the questions I have,
20 Judge.

21 THE COURT: Okay. Cross examine.

22 MR. FRAM: Thank you, your Honor.

23

24

25

1 CROSS EXAMINATION.

2 BY MR. FRAM:

3 Q. Ms. Young, there were other members of the MEC who
4 expressed a concern that Mr. Warner expressed that if the MEC
5 didn't agree to what American was proposing, that the
6 cram-down would be worse. Isn't that so?

7 A. I believe so.

8 Q. In fact, Mr. Rautenberg, the other pilot rep from
9 Council 3, had expressed that concern?

10 A. Correct.

11 Q. So is it fair to say that there was a division, there
12 was an an a disagreement twin the MEC about whether a deal
13 would be better if it was agreed to, or not?

14 A. That's correct.

15 Q. Now, you just testified that Mr. Warner told you that
16 there would be consequences if you prevented a vote. Do you
17 recall that?

18 A. Yes.

19 Q. And you said that he wasn't specific about the
20 consequences when the meeting was taking place?

21 A. That's correct.

22 Q. Do you recall being deposed in this case, Ms. Young,
23 back, back on September 15, 2006?

24 A. I do.

25 Q. Do you recall being sworn to tell the truth, the whole

1 truth, and nothing but the truth?

2 A. Yes, sir.

3 Q. You understood that your deposition testimony was an
4 important part of preparing for the trial potentially of this
5 case?

6 A. Yes.

7 Q. I am going to show you a copy of the transcript of your
8 deposition and ask you please to turn to page 118.

9 THE COURT: 119?

10 MR. FRAM: 118, your Honor.

11 THE COURT: 118.

12 Q. 118, line 3. Let's go back to 117, so we have the
13 context. 117, line 20. You are talking about the meeting of
14 November 7. Correct. You said at that meeting again Clay
15 Warner and Marta Wagner appeared without any prior knowledge
16 of mine about the situation and/or request of mine certainly,
17 and during the course of the day ALPA National supported
18 Steve Rautenberg to move, second and pass a resolution on his
19 own without a second, to sign the integration which had
20 already been duly voted on two or three weeks prior. That is
21 your testimony so far?

22 A. That's correct.

23 Q. You said when I objected, complained about the
24 situation, made a comment about potentially leaving the
25 meeting, to prevent such a vote, Clay Warner stood up and

1 screamed at plea that if I left the meeting I would be held
2 personally liable for the careers of the 2,300 TWA pilots.
3 And there are about 100 witnesses to that. That was your
4 testimony?

5 A. That was exactly my impression of what he communicated
6 to me that day.

7 Q. That was your testimony, correct?

8 A. That's correct.

9 Q. When you heard the tape today he didn't scream at you
10 and where he didn't say that you would be responsible for the
11 careers of the TWA pilots, correct?

12 A. Correct.

13 Q. So you exaggerated what happened when you gave your
14 testimony back in September of 2006?

15 A. No.

16 Q. You knew back on November 7 of 2001 that the meeting was
17 being recorded, yes?

18 A. I, as I said, I thought it might be recorded.

19 Q. There was a movement underway among some of the TWA
20 pilots become in November to try too file a lawsuit against
21 ALPA, correct?

22 A. I am sorry. Say that again.

23 Q. Isn't it a fact that there were pilots, TWA pilots, all
24 the way back in October of 2001 who wanted to file a lawsuit
25 against ALPA?

1 A. That's correct.

2 Q. And in, and those were the pilots who you understood
3 wanted to record this meeting. Yes?

4 A. I don't know that that is true. I don't remember that.

5 Q. Ms. Young, do you recall at the meeting on November 7
6 asking Mr. Warner some questions about what had happened
7 earlier in the year?

8 A. Can you tell me in specific terms what you are referring
9 to?

10 Q. Have you had an opportunity to listen to the entire tape
11 of the meeting?

12 A. No, I have not.

13 Q. Have you seen the transcript that was prepared by your
14 lawyers?

15 A. I haven't read the transcript, unfortunately.

16 Q. Can you slow down a little bit. I will ask the
17 question, an entire question, if you could respond. Have you
18 seen the transcript that your lawyers prepared of the tape,
19 part of what we just heard?

20 A. Parts of it.

21 Q. Have you seen the parts at the beginning of the
22 transcript where you were quizzing Mr. Warner about some
23 earlier events?

24 A. I haven't looked at that.

25 Q. I see. I am going to show you the transcript.

1 MR. FRAM: Your Honor, can we mark it as D 399.

2 THE COURT: That is not on the list, right.

3 MR. FRAM: Correct, it is a new exhibit for
4 impeachment purposes.

5 THE COURT: How would I describe it?

6 MR. FRAM: It is headed, your Honor, transcript of
7 TWA Master Executive Council meeting held November 7, 2001.

8 THE COURT: Okay.

9 Q. Ms. Young --

10 THE COURT: Are you offering it?

11 MR. FRAM: I will offer this in evidence.

12 MR. PRESS: We are not going to have any objection,
13 to it but Mr. Fram's statement that the lawyers prepared it
14 is not true. I don't want it described as something the
15 lawyers prepared.

16 MR. FRAM: Your Honor, that was my understanding.
17 But I hope we can agree that it --

18 THE COURT: Well, I am not admitting it on the
19 basis that the lawyers prepared it. Nobody is questioning
20 its accuracy. That is my major concern is not who prepared
21 it but whether the parties agree that it is an accurate
22 transcript.

23 MR. FRAM: I think we do.

24 THE COURT: Is that true, Mr. Press?

25 MR. PRESS: Yes, there is no objection, Judge.

1 THE COURT: Okay. D 3 99 in evidence. That is a
2 transcript of all three tapes?

3 MR. FRAM: I believe so.

4 MR. PRESS: Yes.

5 THE COURT: Remember we have 430, 431 and 432, P
6 exhibits. These are the tapes. We heard only 430. This
7 transcript is all three tapes.

8 MR. FRAM: That is my understanding.

9 THE COURT: Correct.

10 MR. FRAM: Yes.

11 Q. Turn to the third page of the transcript, please. See
12 halfway down, SY, that refers to you. Yes?

13 A. Yes.

14 Q. SY: Clay, when, I am going to ask you some of the same
15 questions we talked about the other day on the phone. When
16 ALPA National recommended. When the attorneys at ALPA
17 National recommended so strongly that we waive scope, when we
18 started this process, and then Mr. Warner responded, Sally,
19 that is fine. But that was a privileged discussion. You
20 then said, we waive scope. I think it is common knowledge
21 that ALPA National recommended we waive scope. Is that not
22 true?

23 Mr. Warner said you would have to tell me what
24 common knowledge is.

25 You said okay. What was, let me ask you this:

1 What was your recommendation, your personal recommendation,
2 and you may not want to answer this, but what was your
3 personal recommendation when you came down to our MEC meeting
4 during the summer, what did you tell us our best option was?

5 Mr. Warner responded: I, I am going to have to, I
6 was at four or five MEC meetings. You are going to have
7 to --

8 You then said it was the one you came to by
9 yourself over the summer.

10 He then said, what was the issue before the MEC, Sally.
11 I am sorry.

12 You then said, What strategy wise was our best bet
13 moving forward, when when we saw this the seniority
14 integration was really ugly, proceeding down that course?

15 THE COURT: For the record, D 399 is in evidence.

16 MR. FRAM: Oh, okay. Thank you, your Honor.

17 THE COURT: There is no objection.

18 Q. Mr. Warner then said I am sorry if I can't remember
19 exactly what that was, but you know, let me just say in the
20 event, I am uncomfortable reciting things that I said to the
21 MEC in closed session. I am sorry.

22 MR. PRESS: Mr. Fram is reading well, but is there
23 a question, Judge?

24 THE COURT: Yes.

25 MR. FRAM: Of course, your Honor.

1 Q. Did you ask Mr. Warner those questions, were you
2 quizzing him in the way I just described in this open meeting
3 with 100 or so TWA pilots?

4 A. Yes.

5 Q. And what was the point of doing that?

6 A. I think that, you know what? This is the first time I
7 looked over this section. So I don't know what my intent
8 was. In looking back. So I think it would be speculation.

9 Q. So you are saying you don't recall why you were quizzing
10 Mr. Warner about these prior events?

11 A. No, I think I was, it would be speculation. But I am, I
12 didn't know why Clay Warner showed up at that particular
13 meeting, and --

14 THE COURT: What particular meeting?

15 THE WITNESS: The November 7 meeting.

16 A. I don't know if you could understand it on the tape,
17 but I and Steve Rautenberg had coordinated that morning
18 without any information to me, they had already talked about
19 the fact that they were going to support the fact that there
20 was required a second on the signing of the document. That
21 is recorded.

22 Steve Rautenberg admitted it, and so did Clay. So
23 I think -- my guess is that I was trying to make sure that
24 the people who were there knew Clay's position.

25 Q. Were you asking these questions with knowledge that the

1 meeting was being recorded to try to set out ALPA National up
2 for a lawsuit?

3 A. Absolutely not.

4 Q. There were a number of efforts before this meeting to
5 try to reach agreement with American about the issue of
6 seniority integration, correct?

7 A. Correct.

8 Q. There had been an effort in early October to meet with
9 representatives of American in Dallas Fort Worth, correct?

10 A. Please be more specific.

11 Q. American invited the merger committee of the TWA MEC to
12 come down to Dallas Fort Worth on October 6, or thereabouts,
13 to sit and meet?

14 A. I believe that is true.

15 Q. And talk about seniority integration?

16 A. I believe that is what happened.

17 Q. What happened is the MEC decided it wouldn't send the
18 merger committee, correct?

19 A. I don't remember the specific decisions made surrounding
20 that meeting.

21 Q. Well, do you recall that the MEC made a decision which
22 you supported that Mr. Pastore, the master chairman, would go
23 down to Dallas Fort Worth by himself and tell the
24 representatives of American that he was not authorized to
25 negotiate?

1 A. I believe that we did conclude that to be the best
2 action at the time.

3 Q. And do you recall the MEC with your agreement, having
4 Mr. Pastore tell the people from American that the meeting
5 should be confidential in the sense that nobody could
6 acknowledge that there was even a meeting. Do you recall
7 that?

8 A. I don't remember those specific terms. Or those
9 conditions.

10 Q. Okay. And a couple of days after that did
11 representatives of the MEC meet with Senator Bond and make
12 some representation to Senator Bond about American's
13 unwillingness to discuss seniority integration?

14 A. That is possible.

15 Q. Well, don't say it is possible if you don't recall it.
16 If you recall it, great. If you don't, just say so?

17 A. I don't recall.

18 Q. Do you recall Mr. Brundage sending a very strong letter
19 on October 12 of 2001 where he complained about the fact that
20 captain Pastore came down without any authority to further
21 the negotiations?

22 A. I don't recall.

23 Q. Do you recall Mr. Brundage complaining that Mr. --

24 THE COURT: Who is Mr. Brundage.

25 Q. Mr. Brundage was the vice president for employment,

1 employee policy and relations at American Airlines, correct?

2 A. Correct.

3 Q. He was a high level employment person within American
4 Airlines, correct?

5 A. Correct.

6 Q. You knew who he was in the fall of 2001?

7 A. Correct.

8 Q. Yes.

9 A. Yes.

10 Q. You had interacted with him earlier in the year, yes?

11 Q. If you don't recall, just say you don't recall?

12 A. I don't recall. I know we --

13 Q. Okay.

14 A. I know we spoke to Bob Baker, who was a high level
15 person --

16 Q. Do you recall being aware that Mr. Brundage was very,
17 very upset about the fact that Captain Pastore showed up
18 without authority to negotiate and then representatives went
19 and talked to Senator Bond?

20 A. I do not recall that.

21 Q. Okay. Well, I am going to show you D 16 which is a
22 letter dated October 12, 2001, and ask if that refreshes your
23 memory.

24 THE COURT: What is the number again?

25 MR. FRAM: D 16.

1 THE COURT: That is a new document.

2 MR. FRAM: Yes, it is, your Honor. D.

3 THE COURT: I can get you my copy.

4 Q. Your Honor, if you are okay to look along, that is
5 great. I was looking for your copy. Thank you.

6 THE COURT: I have D 16 here.

7 MR. FRAM: All right.

8 Q. Do you recall becoming aware of that letter shortly
9 after October 12, 2001?

10 A. What I have on the screen and what I have in my hand are
11 two different items.

12 Q. The screen is wrong.

13 THE COURT: Is D 16, you have on the screen D 16.
14 I am looking at my copy of D 16. And it is what you had on
15 the screen.

16 MR. FRAM: I am looking at October 12. I hope we
17 didn't miss mark the exhibit.

18 THE COURT: D 16 is April 3rd, 2001, the date of
19 the --

20 Q. All right. We will set this aside. We had a mix-up
21 with exhibits?

22 THE COURT: D 16 is not withdrawn.

23 MR. FRAM: I am withdrawing it for now. We have a
24 mix up with the numbering.

25 THE COURT: Okay. I am crossing out, and you got

1 to cross it out, too.

2 Q. Do you recall discussions about further negotiations
3 with American in late October, before this meeting on October
4 12, I am sorry, this meeting on October 31 you are talking
5 about?

6 A. Can you please be more specific?

7 Q. Do you recall Mr. Rautenberg, your fellow
8 representative, from Council 3, writing a letter dated
9 October 25 of 2001?

10 A. I don't.

11 Q. You don't recall him complaining about some of the
12 issues that had arisen up until that point?

13 A. I do not.

14 Q. Let me hand you what I hope was previously marked as D
15 21. All right. Your Honor, I have been helped mere. Let's
16 go back and do this in order. I now have I now have D 2
17 hundred?

18 THE COURT: 200.

19 MR. FRAM: D 200.

20 THE COURT: A letter from Jeff Brundage.

21 MR. FRAM: Yes, your Honor.

22 Q. You now have D 200. Does that refresh your recollection
23 that Mr. Brundage was upset about some events that had taken
24 place up until October 12, 2001?

25 THE COURT: That was October 12, right?

1 MR. FRAM: Yes, your Honor.

2 MR. PRESS: The question is does this refresh her
3 recollection of Mr. Brundage being upset.

4 MR. FRAM: Yes.

5 MR. PRESS: I object to that question.

6 THE COURT: She said she hasn't recollected it.

7 Let's start with that. Let's start by asking her if she is
8 familiar with this letter. If she knows anything about it.
9 Then if you want to try to refresh her recollection, that is
10 up to you. But you, she has to have a failure of
11 recollection before you can refresh somebody's recollection.

12 Do you have a copy for me of that?

13 MR. FRAM: That was the one that was mis-marked
14 before. That was the October 12 letter that I thought was --

15 THE COURT: D 200?

16 MR. FRAM: D 200.

17 THE COURT: You give me --

18 MR. FRAM: Sorry about that.

19 Q. So do you recall this letter?

20 A. I don't recall it. It does refresh my memory a bit.

21 Q. Does it refresh your memory about Mr. Brundage being
22 very upset that he felt snubbed by TWA MEC.

23 A. No, you know, I read the letter. I see what Mr.
24 Brundage wrote. I am not sure that he is correct in his
25 description of what happened. It is possible he is but I

1 don't -- I don't ever remember the TWA MEC wanting to go to
2 Dallas. We never sent the MEC, we always sent the merger
3 committee. That was the appropriate system.

4 Q. Do you recall the letter, having read it, do you now
5 recall seeing a copy of it back in October?

6 A. I don't.

7 Q. Great. I am handing you now what, a new exhibit, which
8 is D 21.

9 THE COURT: So this isn't being offered in
10 evidence?

11 MR. FRAM: Right.

12 Q. D 21, do you recognize that that as a letter that Mr.
13 Rautenberg, the other pilot rep, from Council 3 sent to all
14 of the Council 3 pilots dated October 25 of 2001?

15 A. It is a dated October 25, and it is signed by Steve
16 Rautenberg.

17 Q. Do you recall seeing this letter back in October, 2001?
18 If you don't, please just say --

19 A. I am sure I saw the letter by I haven't read it
20 recently. I haven't refreshed my memory of this letter
21 recently.

22 Q. Were you in regular communication with Mr. Rautenberg
23 back in October, 2001?

24 A. I think it is safe to say the communications between
25 Captain Rautenberg and myself broke down.

1 Q. When did that happen?

2 A. Along the time that -- in the fall, in the fall. I was
3 never impolite to Captain Rautenberg, but he seemed to be of
4 a different opinion about the proceedings, and whether or not
5 it was a good thing after the -- for the TWA pilots. We
6 didn't discuss anything besides business.

7 Q. Well, did there come a point when you stopped
8 communicating with him about business?

9 A. No, I always spoke to him at meetings. This might be
10 the first time that I didn't sign a communication from
11 Captain Rautenberg to the Council 3 people.

12 Q. Is it fair to say that you and Mr. Rautenberg disagreed
13 about the most effective way to represent the TWA pilots?

14 A. It is fair to say that.

15 Q. Turn, please, to the third page of the letter.

16 A. I am sorry?

17 Q. The third page of the letter.

18 THE COURT: The letter is D 21.

19 MR. FRAM: Yes. I may not have offered it. I
20 offer D 21 in evidence.

21 THE COURT: Any objection.

22 MR. PRESS: None, your Honor.

23 THE COURT: D 21 in evidence.

24 Q. See number 2. Talking about the terms being proposed by
25 American, he wrote. Are the terms better than we would do in

1 a cram-down. American had unequivocally stated that in the
2 absence of settlement there would be, one, no guarantees as
3 to the STL staffing level -- STL refers to St. Louis?

4 A. Yes.

5 Q. 2, know furlough protection for any TWA pilot and 3,
6 placement of TWA LLC furloughees upon recall would be subject
7 to agreement between APA and AA.

8 Do you see that?

9 A. That is correct. And that is exactly what happened.

10 Q. And then at the bottom of that paragraph he wrote, it
11 was absolutely clear to me that the terms under consideration
12 were significantly superior to that which we could expect in
13 a cram-down.

14 Do you see that?

15 A. I do see that.

16 Q. Mr. Rautenberg's position in October was that the TWA
17 pilots would get a better deal from American if they agreed
18 to something rather than if they said no, we won't agree,
19 just impose something. Yes?

20 A. It appears that that is how he feels.

21 THE COURT: How he felt.

22 A. Felt. Thank you.

23 Q. Now, what did you think, what was your opinion about
24 what should happen, or would happen, if the TWA pilots
25 rejected the proposal being made by American?

1 THE COURT: You say proposal, that is that one-page
2 sheet that was testified to.

3 MR. FRAM: Based upon whatever proposals were out
4 there, let's put it in context.

5 Q. As of November 7, this meeting we heard some clips from,
6 as of November 7 there was a proposal on the table by
7 American. Correct?

8 A. Correct.

9 Q. And American made clear that if the deal wasn't agreed
10 to, that they would simply impose something. Yes?

11 A. Absolutely. That is absolutely incorrect. The content
12 of that meeting, and the proposal that was on the table was
13 completely unclear to me. That is why I asked Duane Woerth
14 about it and why I asked multiple times David Holtzman about
15 it.

16 I didn't understand what was being proposed that
17 day. And when Steve Rautenberg put it on the table, he put
18 the exact same thing on the table, and the motion was to sign
19 the exact same things we had seen two and a half weeks
20 before. I was shocked by the fact it was not any different.

21 Q. What did you think was going to happen if the MEC turned
22 down the proposal on November 7?

23 A. My impression was that the exact same thing that was
24 going to happen with our signature would happen without our
25 signature, or vice versa. That was my impression.

1 Q. So you knew there would be what has been referred to as
2 a cram-down, correct?

3 A. Yes.

4 Q. And at that point in time you and others within the MEC
5 wanted there to be a cram-down so that you could try to
6 pursue litigation against American Airlines and the APA,
7 right?

8 A. That is could a completely untrue statement.

9 Q. What did you see as the next step?

10 A. I absolutely did not want a cram-down. That was the
11 last thing I want.

12 Q. What did you see as the last step after American and the
13 APA agreed to something without the TWA MEC being involved?

14 A. Prior to the November 21 meeting in Washington, we had
15 been apprised that there was a three part strategy by Roland
16 Wilder. That is what we thought was going to happen.

17 Q. What was the next step?

18 A. The next step was to go back to St. Louis and re group.
19 I am being absolutely truthful with you. In my mind, at that
20 point in time, going back to Saint Louis, I was completely
21 discouraged. I didn't --

22 THE COURT: Give me a date on that.

23 THE WITNESS: October 21. October 24, after the
24 Washington meeting.

25 Q. We are talking about November 7?

1 THE COURT: That is why I asked the question,
2 because I was confused.

3 Q. What did you what did you see as the next step after
4 November 7 and what you referred to as the cram-down?

5 A. I think we did think it was important to preserve any
6 legal strategy available to us by not signing that
7 integration. I don't know if --

8 THE COURT: What did you think was going to happen
9 next?

10 A. I didn't know. I wasn't an expert in this whole thing.
11 I thought we were are we were going to re group.

12 It was important to me to have the rest of the
13 representatives included in the MEC and to devise a strategy
14 with the whole group, not just Steve Rautenberg and I. I
15 didn't think, I don't think the pilots were represented.

16 Q. Weren't there discussions before November 7 about filing
17 a lawsuit against American and the APA?

18 A. There were.

19 Q. Was that what you saw as the next step after what you
20 referred to as the clam down?

21 A. I wasn't the expert on it. I am sure that was part of
22 what we consider. That wasn't first and foremost in my
23 mind. That wasn't what I thought, okay, on November 8 we
24 need to file. That was not in my mind.

25 Q. You said before, you talked before about a conversation

1 with Duane Woerth said ALPA doesn't sue companies who they
2 have contracts with, or ALPA doesn't sue unions.

3 A. That's correct.

4 Q. Do you recall that conversation?

5 A. Yes.

6 Q. When was that conversation?

7 A. October 21.

8 Q. That conversation is in the context of Roland Wilder
9 having said that if there is a cram-down we can sue American
10 and the APA, right?

11 A. Yes.

12 Q. And Duane Woerth said that is a fool's errand, that
13 lawsuit will fail. Do you recall that?

14 A. I recall him saying no.

15 Q. Do you recall him using the phrase, "It is a fool's
16 errand?"

17 A. I don't.

18 Q. Do you recall Mr. Rautenberg saying it is a waste of
19 time, we are going to lose, we will negotiate the best deal
20 we can?

21 A. I believe, I don't recall Steve Rautenberg saying that,
22 but I think I understood that is how he felt.

23 Q. Were you in favor in October of letting American and the
24 APA impose seniority and then pursuing litigation against the
25 APA and American?

1 A. I was in favor of anything that would help me represent
2 the TWA pilots. I didn't specifically have that set of
3 events in my mind. I thought we were going to, I was hopeful
4 that we were going to to Washington and I was hopeful that
5 there would be some sort of reasonable integration proposed
6 to us.

7 Q. All right. So were you in favor of litigation if there
8 was a cram-down or not?

9 A. Absolutely. Anything that represented -- anything that
10 helped the TWA pilots gain some sort of fair seniority, I
11 would have supported, as long as it was legal.

12 Q. All right. So you did support the idea of filing a
13 lawsuit if there was, what you referred to as a cram-down?

14 A. Yes.

15 Q. That was part of your thinking during this meeting on
16 November 7 of 2001?

17 A. Certainly. When, in discussions with Roland Wilder,
18 yes, I was supportive of what he wanted to do.

19 Q. And what did the other ALPA advisors, what did the other
20 advisors say about the likelihood of succeeding in a lawsuit
21 against the APA and American Airlines?

22 A. I just remember Duane Woerth saying no.

23 Q. What base I if any did you have for believing that that
24 there was any chance of success to a lawsuit by ALPA against
25 American Airlines and the APA?

1 A. I had no experience with those types of things.

2 Q. What?

3 A. I was just hopeful.

4 Q. So was your only basis some remarks that you recall
5 being made by Mr. Wilder?

6 A. Yes, I believe that he was the expert, and we should
7 follow his advice.

8 Q. And what do you recall Mr. Wilder saying, if you recall
9 anything, about the likelihood that such a lawsuit would be
10 successful?

11 A. Well, I asked him that specific question, in closed
12 session.

13 Q. Okay. And what did he tell you --

14 A. Zoo slightly better than 50 percent.

15 Q. Beg your pardon?

16 A. Slightly better than 50 percent.

17 Q. You say this was a closed session?

18 A. Correct.

19 Q. Give us the approximate date, if you can?

20 A. I believe it was on the Saturday.

21 Q. Which Saturday?

22 A. The October meetings, so it would have been maybe the
23 22nd.

24 Q. Was anybody --

25 A. Everybody was there. I was the one that asked him how

1 likely it would be for his strategy to work, because that was
2 an important question I felt I needed to ask.

3 Q. You think everybody was present, all of the members of
4 the MEC?

5 A. The whole MEC, and the officers, we had Bill Kemp in the
6 room who was our past EVP. He was a representative of the
7 executive council.

8 Q. Was there a vote of the people present to approval the
9 lawsuit that you say Mr. Wilder was discussing?

10 A. Yes.

11 Q. When was that?

12 A. That was the second day we were in Washington.

13 Q. Give me your best recollection of the date?

14 A. Saturday. Whatever date that is, the 22nd.

15 Q. Can you point to any MEC minutes where it references the
16 vote to approve litigation, the litigation you have been
17 discussing?

18 A. You know, I don't remember that we took a vote. I think
19 we were supportive of, I don't remember. I think we were
20 supportive of Roland Wilder. I don't remember anybody
21 speaking in -- counter to his three-part strategy.

22 Q. Do you --

23 THE COURT: The question is was there a resolution,
24 where you resolved to follow --

25 A. I don't know that -- yes, sir, I don't know that there

1 was a formal resolution. I know that he made his
2 presentation, and I thought we were supportive. I thought
3 the whole MEC was supportive.

4 THE COURT: That is a pretty big decision, to sue
5 somebody, to engage in litigation, wouldn't there be a
6 resolution supporting that?

7 A. I don't know that that is true. I mean we hired Roland,
8 and he was the expert, and the merger committee was support
9 supportive of his strategy and they coordinated more closely
10 with Roland. It is possible we took a vote.

11 Q. You agree that there is a difference between being
12 supportive and actually voting and resolving to take specific
13 action. Yes?

14 A. I agree.

15 Q. You agree that no formal vote was taken and no
16 resolution was adopted on the part of the MEC to file the
17 lawsuit that you have been referring to?

18 A. That may be true. I don't recall.

19 Q. And in the absence of a formal resolution, there was no
20 basis for the MEC to request that ALPA file that lawsuit,
21 correct?

22 A. Incorrect. ALPA agreed to hire Roland Wilder. ALPA
23 supported Roland's strategy prior to the November 21 meeting,
24 and we reported back to Duane Woerth that we in fact did want
25 him to move ahead with the expert who he agreed to hire, his

1 strategy. I don't believe there is any formal resolution
2 that needs to happen there.

3 Q. ALPA hired or authorized the MEC to hire Mr. Wilder back
4 in January or February, correct?

5 A. Correct.

6 Q. Just because they hired him or authorized him to be
7 hired, doesn't mean they approved of everything litigation,
8 ever lawsuit idea he came up with, right?

9 A. Possibly.

10 Q. Did you think that when Wilder got hired in January or
11 February that ALPA was automatically authorizing him to file
12 whatever lawsuits I thought should be filed?

13 A. I think they supported him.

14 THE COURT: No, no. Come on. Answer the question.

15 THE WITNESS: Roland, don't know the answer to that
16 question.

17 THE COURT: Well, you knew that before you could
18 sue anybody you needed the boards approval. You knew that.
19 Or didn't you. Did you know that before ALPA could sue
20 anybody they needed the boards agreement.

21 THE WITNESS: That's correct.

22 Q. Do you recall attending a meeting of the MEC on October
23 20 to 22 of 2001?

24 A. Yes.

25 Q. This was shortly before Mr. Rautenberg's letter of

1 October 25.

2 A. Yes.

3 Q. D 88.

4 Do you recognize D 88 as the official minutes of
5 that meeting.

6 A. Yes.

7 Q. You were present at the meeting?

8 A. Correct.

9 Q. You said earlier today that you were somehow upset, I
10 think you said you were upset that Duane Woerth had been
11 talking to Jeff Brundage. Do you recall giving that
12 testimony?

13 A. Yes.

14 Q. Did you know in 2001 that Jeff Brundage had previously
15 worked at ALPA?

16 A. I did.

17 Q. Did you know that he was friends with Randy Babbitt who
18 had been president of ALPA?

19 A. I did not.

20 Q. Randy Babbitt was one of the advisors who was working
21 with the TWA MEC?

22 A. That's correct.

23 Q. You didn't know in 2001 that Jeff Brundage, this high
24 level employment person at American, was friends with Randy
25 Babbitt?

1 A. Not specifically Randy. I knew he was new, he knew all
2 of the high level people at ALPA. I will say it that way.

3 Q. You knew that because he had worked at ALPA with whoever
4 was there?

5 A. That's correct.

6 Q. So you were surprised that Mr. Woerth in the fall of
7 2001 was talking to Jeff Brundage?

8 A. I was surprised that Duane Woerth called Jeff after the
9 MEC voted not to sign the integration agreement. I was
10 surprised without direction from the MEC that Duane Woerth
11 would reach out and have conversations with Jeff Brundage at
12 that point.

13 Q. Why were you surprised that Mr. Woerth was trying to
14 keep an open line of communication and see what the best
15 possible deal was for the TWA pilots?

16 A. I guess I wasn't aware of anything, any conversation
17 that would change, that he would could have with Jeff
18 Brundage that could change the context of the cram-down.

19 Q. So you are saying that when this vote took place on
20 October 31 to reject the American proposal, you thought that
21 should be the end of it, that there should be no further
22 discussions with American or the APA. Yes?

23 A. The vote took place in the third week of October, not on
24 October 31. It was on October 22, I believe --

25 THE COURT: During that three-day meeting.

1 A. I during the three-day meeting. October 31 meeting was
2 a separate one day meeting, a special meeting back in St.
3 Louis, MEC meeting.

4 THE COURT: Are you offering 88 in evidence?

5 MR. FRAM: Yes, I move 88 in evidence.

6 MR. PRESS: No objection.

7 THE COURT: D 88 will be in evidence.

8 Q. Your position after this vote on October 22 was that
9 there should be no further discussions between the TWA MEC
10 and the American or the APA?

11 A. That is incorrect.

12 Q. What further discussions did you think should take place
13 after the vote you just described?

14 A. I was in favor of any interaction that would provide us
15 a better integration. Duane Woerth did that, made that
16 /TPAOEP call, without any discussion about what his strategy
17 was in trying to obtain us a better integration. Now, that
18 is why I asked him when he called me on the phone, I said
19 what precipitated this meeting, this special meeting that you
20 are calling 24 hours ahead and he said we are, you know, we
21 are talking to I think he said he talked to Jeff Brundage.
22 And he said I think we are going to get, maybe going to get a
23 look at a better deal. I was all for that.

24 Q. Just because Mr. Woerth wasn't talking to you doesn't
25 mean he wasn't talking to Captain Pastore, correct?

1 A. That's correct.

2 Q. The meeting on November 7 that you talked about, that
3 meeting was called by Captain Pastore, correct?

4 A.

5 Q. You said it was called by Mr. Woerth. In fact, the
6 meeting was called by the master chairman of the MEC.

7 Correct?

8 A. In compliance with Duane Worth's wishes.

9 Q. Members of the MEC had complained earlier in the year,
10 in the March and April timeframe, that Duane Woerth was not
11 sufficiently engaged in helping the TWA pilots, correct?

12 A. That's correct.

13 Q. So what happened later in the year is Mr. Woerth got
14 more actively involved in terms of trying to assist the TWA
15 pilots and protect their rights, yes?

16 A. I would not consider that to be a true statement. He
17 told us he wouldn't support the three part strategy. That is
18 not more involved. That is less involved.

19 Q. And you didn't think it was helpful because he didn't
20 have the same philosophy about how to get the best deal that
21 you had, right?

22 A. That is possible. That is possible. He never told us
23 his strategy.

24 Q. So you felt his involvement was only helpful if he
25 agreed with the way you wanted to approach it?

1 A. Incorrect.

2 Q. I am sorry?

3 A. Incorrect. He never shared his strategy with me. I
4 thought in my mind, you thought he was trying to obtain a
5 signature from me on the cram-down, and at that point I was
6 offended by interaction that he had on the phone between he
7 and Jeff Brundage because I thought I was being kind in
8 putting a signature on a document that the MEC had refused to
9 sign two and a half weeks prior.

10 Q. The MEC prior to the meeting on November 7, the MEC
11 talked directly to Jeff Brundage about --

12 A. Yes. He attended our meeting.

13 Q. I beg your pardon?

14 A. He attended our meeting.

15 Q. Jeff Brundage attended your meeting?

16 A. Yes.

17 Q. Which one, the October 22?

18 A. The one on the second day, whatever date that is.

19 Q. The second day. The meeting in October?

20 A. Yes.

21 Q. You say he attended in person?

22 A. He attended the TWA MEC meeting in person. He came and
23 talked to us about the integration.

24 Q. D 88, turn to page 9, please.

25 THE COURT: By the way, D 200 you never offered in

1 evidence. Is that correct?

2 MR. FRAM: Yes, I believe that is the letter --

3 THE COURT: The letter to Duane Woerth from
4 Brundage.

5 MR. FRAM: Yes. I wasn't.

6 THE COURT: I just want to make sure I didn't miss
7 it.

8 Q. Are you with me on page 9, at the very stop?

9 A. Yes.

10 Q. Discussion with Jeff Brundage, vice president, employee
11 relations, American Airlines. Do you see that?

12 A. Yes.

13 Q. Via phone. Does that refresh your memory he was not
14 there in person but that he participated by telephone?

15 Q. Are you on with me on page 9?

16 A. I am. I am trying to figure out what date we are
17 talking about.

18 THE COURT: These are the minutes of the three- r
19 day meeting.

20 A. Okay. It is that, it is possible he phoned in later to
21 talk to us again after he met with us in person. That might
22 be what this is referring to.

23 Q. Page 6. Monday, October 22?

24 A. Okay.

25 Q. That is when it starts?

1 A. Okay.

2 Q. When we get to page 8 we are still talking about what he
3 had said?

4 A. Okay.

5 Q. Do you see somewhere earlier or do you see some place
6 else in the minutes where it indicates that he was there in
7 person?

8 A. I haven't looked at these minutes lately. He was there
9 in person.

10 Q. In the October timeframe?

11 A. Yes.

12 Q. All right. Let's focus on what he communicated to the
13 MEC?

14 A. Okay.

15 Q. Brundage said that there were some options, if there
16 wasn't an agreement things would remain status quo. AMR has
17 tentative language with APA will file for single carrier
18 status. AMR said from day one they want to be a single
19 carrier. The other option is arbitration. Brundage stated
20 Don Carty told Senator Bond if the bill passed he would shut
21 down TWA LLC. Do you see that?

22 A. I do.

23 Q. So the reference there to the Bond, to the bill was the
24 Bond bill. Was that the, that the TWA pilots were lobbying
25 for, correct?

1 A. That's correct.

2 Q. Brundage communicated clearly that if the Bond bill
3 passed, that your employer, TWA LLC, would be shut down.
4 Yes?

5 A. That is what he says.

6 Q. And that meant that all of the TWA pilots would lose
7 their jobs, yes?

8 A. According to him.

9 Q. That is what he said?

10 A. Yes.

11 Q. Did you think he was bluffing?

12 A. Yes.

13 Q. Did you think Don Carty, the CEO of the of American, was
14 bluffing when he made that threat?

15 A. Yes.

16 Q. You thought Don Carty, the CEO of one of the largest and
17 most successful companies in the country, was the kind of
18 that would make idol threats?

19 A. I thought Don Carty was very good at negotiating.

20 Q. You thought this was an idol threat?

21 A. Yes.

22 Q. Brundage said AMR made a commitment to its employers,
23 right or wrong. AMR employees cannot fathom an arbitrated
24 seniority list. AMR committed to its employees that AMR
25 would not support arbitration for seniority. If the bill

1 passed, AMR would shut down the TWA LLC and cannot afford to
2 upset the apple cart. So Mr. Brundage was pretty clear about
3 the position being taken by Mr. Carty, the CEO of American?

4 A. Yes.

5 Q. So that position as communicated by Mr. Brundage
6 directly to the MEC, did that position ever change? To your
7 knowledge? Did it ever come to your attention that Mr.
8 Brundage or Mr. Carty were backing off from the positions
9 that were summarized in these minutes?

10 A. Well, as I said, I did not believe that they were
11 serious.

12 Q. Yeah, you said that. But my point, my question is, in
13 terms of the positions that he were taking, what they were
14 saying, did they ever back off from that? Did they ever come
15 back and say we were kidding, call their bluff?

16 A. No.

17 Q. Did the TWA MEC people who were lobbying for the Bond
18 bill, trying to get this legislation passed, did they back
19 off after these statements were made?

20 A. No.

21 Q. They continued right up into December, right?

22 A. Correct.

23 Q. Were you in favor of having them continue to lobby for
24 the Bond legislation?

25 A. I was.

1 Q. You were willing to take a risk that if the legislation
2 was passed, that all of the TWA pilots would lose their jobs,
3 yes?

4 A. That risk was not in my mind because I thought it was a
5 bluff.

6 Q. Well, did you know for certain that it was a bluff?

7 A. No.

8 Q. So you realized that there was some chance that Mr.
9 Carty and American would follow through, correct?

10 A. Yes.

11 Q. So there was some risk that American would close down
12 TWA LLC and all the TWA pilots would lose their job, yes?

13 A. Yes.

14 Q. You were will to go take that risk and push ahead with
15 the Bond bill and potentially endanger the jobs of all the
16 TWA pilots?

17 A. I didn't see it as a risk because I thought they were
18 bluffing.

19 Q. Let's go back to a little bit earlier in the year. You
20 had talked to interest, interacted with Mr. Brundage
21 previously, hadn't you, before the October timeframe?

22 A. I believe so.

23 Q. What is the first interaction you recall with Mr.
24 Brundage?

25 A. I don't recall specifically.

1 Q. Do you recall being at a meeting in March of 2001 where
2 he made some comments about the integration process?

3 A. I do remember a meeting in the spring with Mr. Brundage.

4 Q. Who was present at the meeting?

5 A. I believe it was the MEC.

6 Q. Mr. Brundage was also present?

7 A. I believe so.

8 Q. What do you recall him saying at the meeting?

9 A. I don't recall.

10 Q. I am going to show you a declaration that you took. I
11 don't think we need to mark this, your Honor. It was filed
12 in record on May 2, 2003. I have a copy for your Honor. I
13 assume counsel has it.

14 THE COURT: This is already on the docket.

15 MR. FRAM: It is on the docket. Ms. Young's
16 declaration filed on May 2 of 2003.

17 THE COURT: Ladies and gentlemen, a declaration is
18 equivalent to an affidavit, many of you are familiar with an
19 affidavit. It is a written statement under oath, or the
20 equivalent to under oath, of the person who is making the
21 affidavit, making the declaration. In this case, Ms. Young.

22 Q. Ms. Young, can you turn to the second page of the
23 declaration, paragraph 3.

24 By the way, turn to the last page. Is that your
25 signature on the last page?

1 A. Yes.

2 Q. You dated this April 5, 2003?

3 A. Yes.

4 Q. Turn to the second page, paragraph 3?

5 Q. I want you to read that to yourself for a moment.

6 A. The first paragraph.

7 Q. Do you recall make thanking statement in paragraph 3?

8 A. My memory is refreshed now.

9 Q. All right. So what happened is you were at a meeting in
10 St. Louis in March, 2001, where Mr. Brundage, American's vice
11 president of employee relations, was present, and Mr.
12 Brundage said that American was not involved in the seniority
13 integration, it was neutral on the issue, and the issue was
14 between the unions.

15 When he said that, and I will quote, you wrote, "I
16 spoke up and told Mr. Brundage that I found his
17 characterization of American as neutral to be disingenuous,
18 in light of American's request of the TWA pilots to surrender
19 their Allegheny Mohawk labor protected provisions, and
20 further, that American had created a very unlevel playing
21 field. Brundage nodded and said I had a point."

22 And then you talked about some other discussions. I
23 read that correctly, yes?

24 A. Yes, you did.

25 Q. Disingenuous. This is a meeting of how many TWA pilots

1 where with this high-level employee representative of
2 American was present. How many people were there?

3 A. I don't know.

4 Q. There were dozens of pilots, weren't there?

5 A. If it was an open meeting, then there were probably a
6 lot of pilots there.

7 Q. And in the presence of all those pilots you accused Mr.
8 Brundage of being disingenuous, yes?

9 A. Yes.

10 Q. Insincere, yes?

11 A. Yes.

12 Q. You basically called him a liar in front of the TWA
13 pilots?

14 A. I disagreed with his characterization of the word, of
15 the American's position.

16 Q. You didn't justice agree, you imputed an intent, an
17 intent on his part to mislead. Yes?

18 A. I disagreed with his characterization.

19 THE COURT: You are talking about their neutrality.

20 THE WITNESS: That's correct.

21 THE COURT: You were basically saying, you say you
22 are neutral but you are not.

23 THE WITNESS: Yes.

24 Q. You said he was being disingenuous, yes?

25 A. Yes.

1 Q. Did you think did you think insulting him and accusing
2 him of being disingenuous in front of the pilots was going to
3 help get a better deal for the TWA pilots?

4 A. It was not my intent to insult Mr. Brundage.

5 Q. Didn't it occur to you when you said he was being
6 disingenuous that he might be insulted by that term?

7 A. I don't think it did.

8 Q. Let's go back to the April 2 meeting for a couple of
9 minutes, please?

10 THE COURT: We are talking '01.

11 MR. FRAM: April 2, 2001. Yes, your Honor.

12 Q. Let's pull up D 74, please. Those are the minutes of
13 the April 2 meeting. Do you have those handy?

14 THE COURT: That is already in evidence.

15 MR. PRESS: She doesn't have a copy in front of
16 her.

17 A. Which number, please?

18 Q. Here. Do you recognize those as the minutes of the MEC
19 meeting on April 2, 2001?

20 A. Yes.

21 Q. You were present at the meeting?

22 A. Yes.

23 Q. You said this morning that the roll call vote that took
24 place at the end of the day was called for by Mr. Rautenberg.
25 Yes?

1 A. That is what I believe happened.

2 Q. Let pull up page 6?

3 Q. Hollander requested roll call. Does that refresh your
4 memory it was Mr. Hollander and not Mr. Rautenberg who asked
5 for a roll call?

6 A. Yes.

7 Q. You said there was a presentation that morning by Randy
8 Babbitt?

9 A. At some point in the day there was a short presentation
10 by Randy Babbitt.

11 Q. What was the presentation about?

12 A. He was at the meeting, as a consultant, he had a
13 conflicting term for airline labor and airlines. Don't
14 remember exactly what he said, but in my recollection he was
15 supportive of the ALPA advisors.

16 Q. Turn to the first page of the minutes. Bottom of the
17 first page. Bankruptcy transaction update. Randy Babbitt.
18 Eclat Consulting. Babbitt addressed the decision making
19 process regarding the 1113 bankruptcy hearing.

20 A. What page are you on?

21 Q. First page.

22 A. Are we talking about D 74.

23 Q. Yes.

24 A. Page 1. I see it.

25 Q. Bankruptcy slash transaction update. Babbitt addressed

1 the decision making process regarding the 1113 bankruptcy
2 hearing and discussed different scenarios that could result
3 from the bankruptcy. Is that what you are recalling? Is
4 that the presentation you recall?

5 A. As I said, the only thing I recall about his
6 presentation is he was not in disagreement with the ALPA
7 advisors.

8 Q. Ms. Young, you arrived late at the meeting on April 5?

9 A. I did.

10 Q. The minutes reflect you didn't arrive until 10:54?

11 A. That's correct.

12 Q. So is there another presentation by Mr. Babbitt that is
13 referred to in the minutes other than the one that took place
14 before you arrived?

15 A. He was involved in the discussions in the afternoon with
16 the entire adviser group.

17 Q. But we agree that you missed the presentation he gave
18 first thing but because you didn't arrive until a little bit
19 before eleven o'clock?

20 A. That's correct.

21 Q. Now, did you arrive in St. Louis the day before?

22 A. I live in St. Louis.

23 Q. You live in St. Louis. Did you say before that you
24 attended some kind of meeting on April 1?

25 A. It was just the dinner with advisors.

1 THE COURT: But you said at that dinner was no
2 business talk, it was just social.

3 A. That's correct.

4 Q. Right.

5 Q. You testified on the vote on April 2 was to waive scope,
6 correct?

7 A. Correct.

8 Q. Let's pull up the resolution. Just go to page 6.

9 Q. Therefore, be it resolved, are you with me?

10 A. Yes.

11 Q. While we are waiting for that. Did you have an
12 opportunity to review these minutes before you came in and
13 testified here today?

14 A. Briefly.

15 Q. Did you review the actual resolution that was voted on?

16 A. I looked at it.

17 Q. On April 2?

18 A. I looked at it.

19 Q. Do you agree that there were five parts to it?

20 A. Yes.

21 Q. Waiving scope was only one of the five parts, yes?

22 A. Yes.

23 Q. What was in front of the MEC on that date was a proposed
24 collective bargaining agreement from TWA LLC, yes?

25 A. It appears that that is part of the resolution.

1 Q. Do you recall that without looking at the minutes? Do
2 you recall without looking at the minutes that on the table
3 before the MEC was a proposed collective bargaining agreement
4 between the TWA pilots and TWA LLC?

5 A. No.

6 Q. Let's blow up the resolution, please. Do you recall
7 that during the weeks leading up to the meeting on April 2
8 that the negotiating committee of the MEC had a number of
9 sessions with representatives of TWA to try to hammer out the
10 new collective bargaining agreement?

11 A. That process was kept -- yes. I think by April 2 we
12 were aware that they were requiring us to negotiate a new
13 contract. But we were surprisingly ill-informed about the
14 process, not because of the negotiating committee but because
15 it was not something directed lie the MEC.

16 Normally, when a new contract is negotiated, the
17 governing body, voting body, directs the negotiating
18 committee to negotiate. So we were much less informed about
19 what was happening with a potential new contract than we
20 normally would be.

21 Q. Weren't you getting shorts that every MEC meeting about
22 the status of the negotiating committees work?

23 A. No.

24 Q. Let's get through this rest resolution. The first part
25 of the resolution was directing the negotiating committee to

1 seek clarification immediately on all outstanding issues
2 arising from the proposed agreement covering the operations
3 of TWA LLC, and to finalize the LLC CBA. Yes?

4 A. Yes.

5 Q. So part of the resolution was to have the negotiating
6 committee finalize a new collective bargaining agreement,
7 correct?

8 A. Yes.

9 Q. The second part of it was to resolve the Section 1113
10 motion?

11 A. Yes.

12 Q. Did you understand on April 2 that TWA had filed a
13 motion under Section 1113 of the Bankruptcy Code to rejected
14 the contract that existed between TWA and the and its pilots?

15 A. That TWA had filed that?

16 Q. Yes. Do you recall that --

17 THE COURT: The company, TWA.

18 THE WITNESS: Yeah, right.

19 Q. Do you recall that on March 15 of 2001 that TWA had
20 filed a formal motion in bankruptcy?

21 A. Yes.

22 Q. To reject the contract between TWA, Inc., and the
23 pilots?

24 A. Yes.

25 Q. So the second part of the resolution was to resolve that

1 Section 1113 motion. Yes. Do you recall any of this without
2 looking at the notes?

3 A. You know, I think there were so many things going on at
4 the same time, my memory of the April 2 meeting was a stream
5 focus on whether or not to waive scope. We did have some
6 information provided to us at MEC meetings about what was
7 happening with the contract. But it was actually me who
8 asked that at one of the meetings, why weren't we being more
9 informed about it and what was actually happening with the
10 contract negotiations.

11 THE COURT: The contract --

12 A. The contract between the TWA ALPA pilots and TWA. On
13 March 15 --

14 THE COURT: You mean LLC.

15 A. For LLC.

16 THE COURT: In other words, the contract that was
17 going to govern the LLC before they became integrated, in a
18 sense, an integrated airline.

19 THE WITNESS: Yes.

20 THE COURT: That period you are talking about?

21 A. Yes.

22 THE COURT: That is the contract.

23 A. Yes.

24 THE COURT: Okay. .

25 A. And I was not clear on what the procedures would be for

1 having a contract during a period like that. I was not made
2 -- I did not understand that we had to negotiate a new
3 contract. I thought the requirement was for us to waive
4 scope.

5 Q. Did you read the Section 1113 motion that was filed by
6 TWA?

7 A. I didn't read it in its entirety.

8 Q. Did you read any of it?

9 A. I read part of it.

10 Q. Were you at meetings of the MEC where advisors reported
11 on what the motion meant, and what the consequences were?

12 A. This was the meeting where advisors were present.

13 Q. And you are claiming that this was the only meeting,
14 April 2, was advisors were present and talked to you and the
15 other MEC members about the Section 1113 motion. Yes?

16 A. I don't think it is the only meeting. It is the
17 meeting, one meeting, where all advisors came to town, and
18 actually laid out what they thought our options were.

19 Q. You said this morning that this was the only meeting
20 where advisors were present and gave advise about the issue
21 of whether to waive scope. Yes? That was your testimony.

22 A. No, that is not what I said. What I tried to say is
23 that we had not had a comprehensive presentation. We had
24 spoken to adviser occasionally at other MEC meetings, but as
25 far as making the decision to waive scope, and having the

1 situation described to you, there is the meeting.

2 THE COURT: Well, the April 2 meeting was the only
3 time all advisors were present sort of in one place to
4 discuss waiving scope.

5 THE WITNESS: That's correct.

6 THE COURT: That had never happened before.

7 THE WITNESS: That's correct.

8 THE COURT: That is your testimony, it never
9 happened before.

10 THE WITNESS: That's correct. In my memory.

11 THE COURT: Okay.

12 Q. Let's wrap up on what the resolution is.

13 THE COURT: Wrap that up, then the jury is going
14 to, the jury has been here a long time. Let's give them a
15 break.

16 Q. There were five parts to the resolution on April 2, yes?

17 A. Yes.

18 Q. Only one part was waiving scope, yes?

19 A. Yes.

20 Q. You knew that when you voted on April 2 of 2001, yes?

21 A. Yes.

22 MR. FRAM: Thank you, your Honor.

23 THE COURT: Is this a good time to break.

24 MR. FRAM: Yes. I need to get reorganized, too.

25 THE COURT: Okay. Ladies and gentlemen, it is

1 almost exactly ten of 12. We will break until five after
2 twelve.

3 (Recess)

4 (Jury enters the courtroom.)

5 SALLY YOUNG, resumes.

6 BY MR. FRAM:

7 Q. We were talking before the break about meetings with
8 advisors where they talked about waiving the scope and relate
9 the issues?

10 A. Yes.

11 Q. Do you recall being present at the meeting of a MEC on
12 March 21, 22, of 2001?

13 A. I believe so.

14 Q. Let me show you the minutes, 223 in evidence, with
15 respect to that meeting. Do you remember recognize those as
16 the official minutes of the meeting?

17 A. Yes.

18 Q. Turn to the top of the second page, please. Do you see
19 vice chairman report, Scotch forwards. This meeting took
20 place about nine days after the /PWHRUPT City court had
21 approved the American TWA transaction. Do you recall that
22 (Scott Shwartz (.

23 March 12, do you recall Judge Walsh ruling on March
24 12 in the bankruptcy court that American would be permitted
25 to purchase the TWA assets.

1 A. Yes.

2 Q. Were you in court for any those hearings?

3 A. I was in court I think two or three days. I don't
4 remember exactly which days.

5 Q. Were you in court when Judge Walsh announced his
6 decision to March 12?

7 A. No.

8 Q. All right. What happened in these minutes is that Scott
9 Shwartz, who was the vice chair of the TWA MEC gave a report
10 on the status of the bankruptcy proceedings. Yes?

11 A. Yes.

12 Q. He report the that the bankruptcy court would likely
13 hold a hearing on TWA Section 1113 filing on April 6, though
14 no absolute date had been set. He then reported, stated that
15 state of -- negotiations continued on those areas of the ALPA
16 collective bargaining agreement to be amended for the
17 transition into TWA LLC?

18 A. Yes.

19 Q. Does that refresh your memory that as of March 21, the
20 negotiating committee was working with representatives of
21 TWA, to try to hammer out a new collective bargaining
22 agreement?

23 A. This might have been the meeting where I asked for
24 clarification about what was being negotiated, or some sort
25 of presentation to informing the MEC as to exactly what is

1 happening with the CBA.

2 Q. So you may have asked for details about what the
3 negotiating committee was doing?

4 A. Yes.

5 Q. Did your fellow members of the MEC who were involved in
6 that committee provide you with the details that you wanted?

7 A. Fellow members of the MEC wouldn't have had the
8 information, it would have been the negotiating committee or
9 David Holtzman or the people at the table.

10 Q. Alan Altman was on the negotiating committee, right?

11 A. Yes.

12 Q. He was one of the pilot reps out of Council 4 in Los
13 Angeles?

14 A. That's correct.

15 Q. The other members of the negotiating committee were all
16 TWA pilots, yes?

17 A. That's correct.

18 Q. Did you go to them, to the extent you had questions
19 about what the specification were about what was happening,
20 did you go to your fellow TWA pilots and ask for the details
21 of what they were --

22 A. I asked for a presentation to be made.

23 Q. Did you ask them for the details of what they were
24 discussing with TWA?

25 A. I believe he said I asked for a formal presentation to

1 be made so that we could interact with the negotiating
2 committee and talk about what tack we attempted to take and
3 derive an official position in the past.

4 Q. What was the response to that request for a formal
5 presentation?

6 A. I believe Bob Pastore said that he would make
7 arrangements for such a presentation.

8 Q. Do you see in the same paragraph it says referring to
9 Mr. Schwartz, briefed the MEC regarding teleconference with
10 Duane Woerth who promised to ramp up ALPA's support and
11 utilize other legal venues for support. Does that refresh
12 your memory that Mr. Woerth was in communication with people
13 involved in the MEC?

14 A. With Scott Schwartz, yes.

15 Q. Turn, please, to the third page, the next page of the
16 minutes. Do you see most of the way down, transaction
17 update, can we blow that up. Negotiating committee. Ron
18 Kiel was the chair of the negotiating committee. Alan Altman
19 was the fellow we talked about before on the committee?

20 A. Yes.

21 Q. Hollander and Altman moved at 1446 to enter executive
22 session. Passed. Then at 1755 which is more than three
23 hours later Hollander and you moved to come out of executive
24 session. Yes?

25 A. Yes.

1 Q. Did you during that three-hour-plus executive session
2 have an opportunity to ask whatever questions you thought you
3 needed to ask to understand what the negotiating committee
4 was doing?

5 A. Yes.

6 Q. Do you see that on the bottom of that page, we are down
7 now to Thursday, March 22, transaction update. Merger
8 committee.

9 A. Yes.

10 Q. So the members of the merger committee also give a
11 report. Yes?

12 A. Yes.

13 Q. And it looks like that Mr. Rautenberg and you moved to
14 enter into executive session at 9:15, the bottom of the page.
15 Then it looks like Mr. Altman and you moved to come out of
16 executive session at 12:30, which was more than three hours
17 later?

18 A. Yes.

19 Q. Did you while in executive session have an opportunity
20 to ask whatever questions you thought you needed to ask of
21 the merger committee?

22 A. I believe I was -- yes. I don't remember specifically,
23 but I believe three hours is enough time.

24 Q. Is there anything, can you sit here today and claim that
25 there was any information that you felt that was important

1 about what the negotiating committee or merger committees
2 were doing back in March that you didn't get from them
3 directly?

4 A. There was some of merger committee and negotiating
5 committee discussions that were not discussed with the MEC.
6 I don't know if you know that. But not having that they said
7 in the merger committee meetings and negotiating committee
8 meetings were shared with the MEC.

9 Q. Is there anything?

10 A. They had a confidentiality of their own.

11 Q. Is there any specific information that you wanted to
12 know back in March of 2001 that the members of the
13 negotiating committee or the members of the merger committee
14 did not provide you with?

15 A. Well, I mean, I think, as a voting MEC member, it was a
16 little bit frustrating to try to get a handle on all the
17 information about having that was going on. That is not to
18 blame my fellow pilots who were trying to negotiate an
19 integration or a contract. It was just a lot of information.
20 So it is possible that I wasn't completely in the no on those
21 processes, that is not to blame fellow pilots.

22 Q. Is there any specific information that you asked for
23 from the negotiating committee or the merger committee that
24 they didn't provide?

25 A. Probably not.

1 Q. Do you recall that a number of advisors, including the
2 number of the lawyers were present during these meetings on
3 March 21 and 22?

4 A. Do I recall that?

5 Q. Yes?

6 A. I do not.

7 Q. I am going to hand you what is in evidence as D 382 and
8 ask you if you recognize that as a memo sent by Robert Stow
9 on March 19, 2001, scheduling the special MEC meeting we have
10 been discussing, March 21 and 22?

11 A. I see that, yes.

12 Q. You are one of the recipients of that email, yes?

13 A. Yes.

14 Q. And what it says here is that the meeting master
15 chairman, Robert Pastore, has called for a special MEC
16 meeting to begin at 1330 CST on Wednesday, March 21, 2001 at
17 the St. Louis office. And then it says, skipping down, the
18 agenda will include report on the bankruptcy and the filing
19 of the 1113 and 1114 motions, creditor committee report, and
20 other items regarding the bankruptcy. There will be reports
21 from the merger committee and the Nego committee. However,
22 because of the potential for discussions between their
23 committees and their respective counterparts, those reports
24 might be via teleconference?

25 THE COURT: 382 is not in evidence.

1 MR. PRESS: There is no objection.

2 MR. FRAM: I thought it was.

3 THE COURT: I will put P 382 in evidence.

4 MR. FRAM: Thank you, your Honor.

5 Q. The meeting of March 21 and 22 got scheduled two days
6 before?

7 A. Yes.

8 Q. On March 19. Was that unusual for some of these special
9 meetings to get scheduled on fairly short notice?

10 A. No.

11 Q. Do you see that the attachment to that email is an
12 agenda for the special meeting we have been discussing?

13 A. Yes.

14 Q. Do you see on the attachment if we flip to the second
15 page of the document, please?

16 A. Yes.

17 Q. Do you see it says March 21, 2001, 1505. Transaction
18 update. Then it lists negotiating committee, Ron Kiel. It
19 lists five people, all of whom happen to be lawyers, right?

20 A. Yes.

21 Q. They were there and talked to the members of the MEC
22 about what was happening in the bankruptcy and as part of the
23 negotiating committees efforts. Yes?

24 A. Yes.

25 Q. Do you recall the specifics of what any of those

1 advisors said during the meeting on March 21 or March 22?

2 A. I don't.

3 Q. Do you see as well that 16 20, it shows transaction
4 update continued. Then it has the merger committee now. And
5 it is showing Roland Wilder and Robert Christy?

6 A. Yes.

7 Q. Two more lawyers. Yes?

8 A. Yes.

9 Q. So we have a total of seven lawyers present advising the
10 MEC at the special meeting on March 21. Yes?

11 A. I don't know that they were advising. I don't remember
12 any specific advise they gave us. If you note, they
13 presented for one hour. Five attorneys presented for one
14 hour.

15 So I don't know how much stuff, you know,
16 extensive information we could have gone over in that short
17 period.

18 Q. This is the agenda?

19 A. Correct.

20 Q. The actual presentations, as we discussed from the
21 minutes, the actual presentations took longer.

22 A. Okay.

23 Q. Do you agree that?

24 A. Yes.

25 Q. The agenda looks like it is setting aside one hour for

1 the negotiating committee but we talked about how the
2 minutes reflect executive session for more than three hours,
3 right?

4 A. Yes.

5 Q. In same with the merger committee. The agenda has one
6 hour, but the executive session on the merger committee
7 issues were actually more than three hour, yes?

8 A. Yes.

9 Q. Then you see on March 22 the final page of the document,
10 it says transaction update continued, if required?

11 A. Yes.

12 Q. And then eleven o'clock, MEC discussion, and direction?

13 A. Yes.

14 Q. Does all of that refresh your memory that April 2 was
15 not the first time that advisors sat down and talked to the
16 members of the MEC in detail about waiver of scope, Section
17 1113, and the importance the of getting a new collective
18 bargaining agreement?

19 A. I am sure that they were there. I am sure that this is
20 correct. I just don't remember the substance of what they
21 told us.

22 Q. Do you recall that after this meeting that the
23 negotiating committee went back and continued to negotiate
24 with the counterparts, the people at TWA about a new
25 collective bargaining agreement?

1 A. Yes.

2 Q. By the way, you knew from January of 2001 that a
3 condition of this entire deal was that the TWA pilots had to
4 waive scope and successorship, they had to waive their right
5 to seniority arbitration for this deal to go ahead?

6 A. That is what was in the asset purchase agreement.

7 Q. And the people at American made clear that that was
8 their position, unless the TWA pilots waived seniority
9 arbitration, the deal was off. Yes?

10 A. Well, that is what they reported.

11 Q. My question is --

12 A. I don't know that that is a final position. To me --

13 THE COURT: Well, was it at least the position that
14 was currentlyly --

15 A. Yes, I agree.

16 Q. That was the position in January and that position
17 stayed the same from American's perspective right up until
18 April. Yes?

19 A. That's correct.

20 Q. And you attended the different meetings of the MEC where
21 that issue was discussed, right?

22 A. Yes.

23 Q. For example, do you recall attend ago meeting on January
24 11 with Judge Mabey, the bankruptcy, the former bankruptcy
25 Judge, talked to the MEC about the terms of the transaction?

1 A. Yes.

2 Q. And told the MEC members that the sale would not close
3 until TWA had amended its collective bargaining agreement to
4 remove scope and successorship?

5 A. I do recall Judge Mabey coming to the MEC.

6 Q. So that was another situation where one of the
7 professional advisors came and talked to the MEC about legal
8 issues, correct?

9 A. Yes.

10 Q. Do you recall being at MEC meetings on January 17 to 19,
11 on February 15 to 16, on March 2, and on March 8 to 10, all
12 in 2001?

13 A. Yes.

14 Q. Do you recall there being discussions where the legal
15 advice /ERS were present, the professional advisors were
16 present at those meetings where they talked about the
17 insistence that scope had to be waived and these other
18 issues.

19 MR. PRESS: Judge, I think it is fair to I think it
20 is unfair to lump all of that into one question.

21 MR. FRAM: Trying to move it along, your Honor.

22 THE COURT: I absolutely agree with Mr. Press. Any
23 question that is more than ten minutes long is probably too
24 long.

25 Q. You were at the meeting on January 17 to 19?

1 A. Yes.

2 Q. Hand?

3 I am handing you 243 which is in evidence.

4 THE COURT: P or D.

5 Q. D 243?

6 THE COURT: Already in evidence.

7 Q. Do you recall being at that meeting?

8 A. I know I never missed a meeting. I don't recalling
9 specific specific meetings, necessarily. I do recall the
10 April 2 because it was such an important decision. But I do
11 remember attending all the meetings.

12 Q. These meeting minutes, 243, are they among the documents
13 that you reviewed before you came in to testify?

14 A. I did not review this meeting minutes.

15 Q. Just turn to page 18. Do you see at the top of page 18,
16 it starts on the prior page, let's go to 17. Just put it in
17 context. There is a resolution is proposed relating to the
18 TWA MEC policy manual and the ALPA institution and bylaws.
19 Do you see that? There was some type of issue about whether
20 they were consistent.

21 A. This is the resolution where we wanted to keep the
22 secretary treasurer rest involved in the process.

23 Q. Do you recall that?

24 A. Yes, I do.

25 Q. You see on the next page, I want to focus you on the

1 roll call?

2 A. Okay.

3 Q. Do you see the top of the second page, do you see that
4 you requested a roll call vote on that issue?

5 A. Yes.

6 Q. Do you recall why you did that?

7 A. I believe I thought it should, I felt strongly about the
8 resolution and I thought that a roll call would ensure that
9 it would pass.

10 Q. You wanted to make sure that there was a record of how
11 people cast their votes on that issue. Yes?

12 A. I don't remember. It could have been that I wanted -- I
13 knew that we had the number of votes --

14 THE COURT: You wanted the resolution to fail.

15 MR. FRAM: No. No.

16 Q. You voted, you voted against. You wanted 600 votes
17 against the resolution. And 32 for. Yes?

18 A. Can I read the resolution so I know exactly what it
19 says?

20 Q. Of course. Take your time.

21 A. Thank you.

22 (Pause)

23 A. Okay, I understand it.

24 Q. You wanted the roll call vote. Do you recall the
25 specifics of why you wanted the roll call vote on that issue?

1 A. In this case I think you are right. I think it is
2 probably because I wanted it to be recorded.

3 Q. This was an issue where you and Mr. Rautenberg, the
4 captain representative from Council 3, disagreed, correct?

5 A. Yes.

6 Q. What happened here is Mr. Rautenberg voted all of his
7 votes, 724, in favor of the resolution?

8 A. Yes.

9 Q. You voted 600 of your, 600 for, 32 against?

10 A. Yes.

11 Q. Let's move on and talk about the meeting on March 2. I
12 will refer you to D 245 in I have. Do you recognize those as
13 the minutes of the special MEC meeting on March 2, 2001?

14 A. I do.

15 Q. Is that one of the documents you reviewed to prepare for
16 today?

17 A. It is not.

18 Q. Turn to the third page of the document, please. Did you
19 see in the middle it says negotiating committee report.

20 A. I do.

21 Q. Ron Kiel was the chairman of the negotiating committee?

22 A. Yes.

23 Q. Does in refresh your memory that here is another meeting
24 where the negotiating committee was reporting for the full
25 MEC about their process, their progress, rather, in trying to

1 work out a new collective bargaining agreement with TWA LLC?

2 A. Yes.

3 Q. And I see there that it says that there is a recess at
4 13 30. I am sorry. Recess, and 13 30 it reconvened. Then
5 it says body remained in executive session to receive reports
6 from advisors. And then you came out of executive session
7 about an hour later. Yes?

8 A. Yes.

9 Q. Do you recall as you sit here today who the advisors
10 were?

11 A. I do not.

12 Q. Do you have any recollection of what legal advice was
13 given on March 2?

14 A. No.

15 Q. You testified earlier that you were surprised that
16 advisors were present on April 2?

17 A. I was.

18 Q. D 211 in evidence is an email dated March 29, 2001. Do
19 you recall getting that email in connection with the
20 scheduling of the April 2 special meeting?

21 A. I don't remember reading this email specifically. I do
22 remember in 2001 I was not someone who checked my email
23 often. I believe the way I found out about this meeting was
24 in a phone call from one of the other reps.

25 Q. You said this morning that the meeting was scheduled on

1 Friday or Saturday before the Monday meeting?

2 THE COURT: Are you talking about the April 2
3 meeting.

4 Q. April 2, yes. In fact an email went out scheduling the
5 meeting on Thursday, March 29.

6 A. Okay.

7 Q. Does this refresh your recollection?

8 A. As I said I was not somebody who spent a lot of time on
9 email. If the email went out and I didn't collect the email
10 that day, it might have been called that day, but I wasn't
11 informed until a day or two days --

12 THE COURT: But that wasn't the fault of the people
13 calling the meeting.

14 A. I didn't say it was. I didn't find out about it until a
15 couple days before was the point I was trying to make.

16 Q. The email told you there with would be a work session
17 beginning Sunday, April 1, at 1300 hours, is that one o'clock
18 p.m.?

19 A. Yes.

20 Q. Did you attend that work session or not?

21 A. No.

22 Q. Why not?

23 A. I don't think we were invited. As far as I know, no MEC
24 member was invited. I believe it was a work session with
25 advisors and the officers.

1 Q. Can you show me anything in the email to suggest that
2 the work session was limited to advisors?

3 A. No. I just know that I wasn't there.

4 Q. It says, let's read it. Can we have this up, 210.

5 The sentence there, session?

6 THE COURT: Get it up on the screen.

7 Q. There will be a work session beginning at 1300 CDST, on
8 Sunday, April 1, at the MEC office. Based on information
9 that is available now, the agenda will include contractual
10 review of proposed TWA airlines LLC/ALPA agreement, update on
11 merger talks and other negotiations which are taking place.
12 The following advisors have been requested to be at the work
13 session to review and discuss any proposals which might
14 require MEC action during the meeting on Monday.

15 Does that refresh your memory that the work session
16 was for the MEC members and advisors were invited to attend
17 to assist the MEC members?

18 A. The MEC was not at the work session. I don't know how
19 else to tell you. What happened in this email and what
20 actually happened are two different things. Again, people
21 were not constantly on their email in 2001 like they are now.
22 I didn't have a cell phone where I got emails on my cell
23 phone. I am not sure how often I checked my emails. I think
24 what happened was this might have been the suggested
25 methodology, but then after a phone call with Bob Pastore,

1 the officers decide decided to meet with advisors in a
2 working session at the MEC office on Sunday afternoon. But
3 we were not there, the MEC. I know that Ted Case wasn't
4 there. I know Howard Hollander wasn't there. I know I
5 wasn't there.

6 Q. Can you point to anything in the invitation which
7 indicates that the members of the MEC such as yourself were
8 not invited to the work session on April 1?

9 A. No.

10 Q. Did think any of advisors tell you that you were not
11 invited to the work session on April 1?

12 A. No.

13 Q. Do you see that the email on the bottom identifies some
14 of the specific advisors?

15 A. I do.

16 Q. Michael Glanzer, Steve Tumblin, Roland Wilder, Randy
17 Babbitt, Bob Christy, Clay Warner. You knew all those people
18 would be there on April 2, yes?

19 A. Yes.

20 Q. And you knew that Mr. Holtzman, who was the contract
21 administrator for the MEC, would also be there?

22 A. Yes.

23 Q. Did you claim this morning that you were surprised that
24 advisors appeared at the meeting on April 2? Did you say
25 that?

1 A. When I was informed about this meeting, it was by phone.

2 Q. Did you say in morning that you were surprised?

3 A. Yes.

4 Q. That the advisers appeared at the meeting?

5 A. I was surprised that this meeting happened the way it
6 did because I didn't know who invited advisors and I didn't
7 know that they were all going to be in town.

8 THE COURT: That is because you hadn't seen the
9 email.

10 A. I hadn't seen it. I didn't know how it was going to
11 play out. I didn't know who determined it. I didn't know
12 who determined that April 2 was the day we needed to make
13 that discussion. I don't know how that came about. It
14 wasn't suggested by the MEC.

15 Q. 24 is a --

16 Q. This is an email from Robert Stow, yes?

17 A. Yes.

18 Q. And Robert Stow was one of the officers of the MEC.
19 Yes?

20 A. Yes.

21 Q. Is there any indication in this email that the meeting
22 was scheduled by anybody other than the MEC?

23 A. Bob Pastore had the ability to call meetings. We, my
24 memory of this meeting is that we knew we were going to meet
25 this week. I didn't realize it was going to start as a

1 dinner on Sunday evening and then --

2 THE COURT: It didn't start --

3 A. I didn't know it was going to start as a working session
4 with advisors and officer. I knew there would be a dinner.
5 I knew we were meeting that week because it was obvious April
6 6 was an important date and we knew it, I I didn't know it
7 was going to play out like that.

8 Q. And you didn't know because you didn't check your
9 emails?

10 A. Yes.

11 Q. Do you have D 179 in evidence, the agenda for the April
12 2 meeting?

13 A. I do.

14 Q. The agenda, April 2 was revised on March 30, 2001. Do
15 you see that?

16 A. Yes.

17 Q. This agenda was circulated to the members of the MEC
18 before meetings, right?

19 A. I think we probably got this on Monday morning.

20 Q. All right. Well, whether you got it Monday or not, the
21 document indicates this was revised on March 30 which would
22 have been the prior Friday?

23 A. Yes, but MEC members were not required to be present in
24 the office on a daily basis. In fact, we often were not,
25 MEC, the MEC officers were often present in the MEC office,

1 but unless we were, this would not have been mailed to me.

2 If I hadn't been in the office the previous week on say March
3 30, whatever day it was printed up, I wouldn't have gotten
4 this agenda until I showed up for the meeting on Monday
5 morning.

6 Q. The agenda lists all the the advisors we have been
7 talking about?

8 A. It does.

9 Q. Holtzman, Tumblin, Glanzer, Seltzer, Warner, Babbitt and
10 Christy?

11 A. Yes.

12 Q. To the extent you with you were not aware they would be
13 there, that wasn't the fault of Mr. Holtzman or anything at
14 ALPA National, correct?

15 A. That's correct.

16 Q. The members of the MEC knew before this meeting on April
17 2 that three were going to be asked to waive scope. Right?

18 A. Absolutely not.

19 Q. There, had there been discussions about waiving scope?

20 A. We knew that we were going to have to address that
21 decision. Absolutely.

22 Q. Did you understand that waiving scope was a condition of
23 the new collective bargaining agreement with TWA LLC?

24 A. I don't know if I had it in that context. I knew it
25 was in the asset purchase agreement.

1 Q. But knew on April 2 that the negotiating committee had
2 been working for several months to come up with a new
3 collective bargaining agreement with TWA. Yes?

4 THE COURT: With TWA LLC.

5 Q. With TWA LLC?

6 A. I don't think several months is a correct
7 characterization, I think it was a relatively short period
8 of time and I can't tell you how long they had been
9 negotiating.

10 Q. You knew that the negotiating committee had been working
11 for over a month?

12 A. Okay.

13 Q. To come up with a new collective bargaining agreement
14 with TWA LLC, is that fair?

15 A. I was unaware that, of the fact that we would be forced
16 to make a decision on that contract any time in the near
17 future. I did not know that it was time central.

18 Q. My question was did you know April 2 that for over a
19 month the negotiating committee had been working with TWA LLC
20 to come up with a proposed collective bargaining agreement?

21 A. I knew they had been negotiating, yes.

22 Q. And what decision did you think had to be made on April
23 2 with respect to that collective bargaining agreement?

24 A. I don't know that April 2 was time essential, as far as
25 the collective bargaining agreement for TWA LLC.

1 Q. Didn't you know when TWA LLC made its collective
2 bargaining agreement proposal that it specifically said that
3 its proposal would be withdrawn on April 6 which was the
4 scheduled date for the Section 1113 hearing if it wasn't
5 accepted by that date?

6 A. On April 6?

7 Q. Did you know on April 2 that the deadline for accepting
8 the TWA LLC collective bargaining agreement was April 6?

9 A. I don't remember if I knew or not. I knew that April 6
10 was an important deadline. I didn't know April 2 was an
11 important deadline.

12 Q. What was the importance in your mind of April 6. What
13 had to happen by then?

14 A. That was the 1113 process. In Delaware.

15 THE COURT: The bankruptcy court.

16 THE WITNESS: Yes.

17 Q. And what connection, if any, did you understand there to
18 be 1113 process and the collective bargaining agreement that
19 TWA LLC had put on the table?

20 A. In my mind the collective bargaining agreement
21 negotiations were ongoing. So I don't remember being,
22 feeling an urgency on the 2nd of April to make a decision
23 about the collective bargaining agreement.

24 Q. So you thought the collective bargaining agreement would
25 be up here for weeks and weeks after that?

1 A. I am not saying that. I knew it was a process. I
2 didn't know how that would be handled because I didn't know
3 yet what decisions we were going to make and how we were
4 going to either fight or not fight the 1113.

5 Q. Did you claim this morning that there was pressure put
6 on the members of the MEC to make a decision on April 2?

7 A. Yes, there was.

8 Q. Did you understand that the time pressures we are
9 talking about were the fact that the new agreement, the new
10 collective bargaining agreement on the table would be
11 withdrawn if it wasn't accepted by the MEC within a matter of
12 days after April 2?

13 A. No. I didn't know that.

14 Q. Did you understand on April 2 that the collective
15 bargaining agreement was only being offered in return for
16 waiver of scope? Did you understand the connection between
17 the two?

18 A. I did.

19 Q. And you were comfortable waiving scope, yes?

20 A. I was not comfortable waiving scope.

21 Q. Was it considered a foregone conclusion before April 2
22 that the MEC had to waive scope?

23 A. No.

24 Q. Do you recall, this is D 18, it is not in evidence, your
25 Honor?

1 THE COURT: D 18.

2 MR. FRAM: D 18.

3 THE COURT: Okay.

4 Q. This is a confidential draft, strategic planning develop
5 nth, April 1, 2001. Do you recall seeing that document on
6 April 1?

7 A. I remember this document being put together by Keith
8 O'Leary.

9 THE COURT: I am sorry. You don't or do?

10 A. I do remember this document being put together by Keith
11 O'Leary. I don't remember everything it says. I haven't
12 reviewed this.

13 Q. You remember seeing this back around April 1?

14 A. I do.

15 Q. What was Mr. O'Leary's involvement in this?

16 A. Mr. O'Leary at that time.

17 THE COURT: Are you offering it in evidence?

18 MR. FRAM: Yes, your Honor, please.

19 THE COURT: Any objection practices.

20 MR. PRESS: No objection your Honor.

21 THE COURT: Okay. D 18 will be in evidence.

22 MR. FRAM: Thank you, your Honor.

23 Q. Mr. O'Leary's position with the MEC was what?

24 A. At that time I believe he had gone from being the
25 communications committee chairman to the vice chairman of the

1 Master Executive Council.

2 Q. He was the second highest-ranking officer of the MEC?

3 A. He was.

4 Q. I am sorry?

5 A. He was indeed, yes.

6 Q. All right. He circulated this confidential draft to the
7 members of the MEC. Right?

8 A. Yes.

9 Q. Turn to the second page, please?

10 A. Okay.

11 Q. Second paragraph from the bottom, the one that begins
12 the purpose of the strategic plan?

13 A. Yes.

14 Q. He wrote, the purpose of the strategic plan is to
15 provide the MEC with the maximum leverage for our pilots,
16 both before April 6 and afterwards. Since the loss of scope
17 seems to be a foregone conclusion, our MEC needs to gain
18 leverage and engage in tactics to accomplish our objectives
19 without scope.

20 Do you see that?

21 A. I do see that.

22 Q. So the members of the MEC agreed as of April 1 that the
23 loss of scope, the waiver of scope, was a foregone
24 conclusion?

25 A. This is put out by Keith O'Leary and handed to us.

1 There was no discussion in the preparation of this document.
2 He was not with the MEC any way. He produced this document
3 and he gave it to us.

4 Q. So did the members of the MEC agree or not agree that
5 waiver of scope, the loss of scope was a foregone conclusion?

6 A. They did not agree. People on the MEC, certain people
7 did agree and certain people didn't.

8 Q. D 364, subject is proposed talking points. Email dated
9 3-28-01. Do you recall receiving this from Scott Sherrins?

10 THE COURT: This is not in evidence.

11 MR. FRAM: Correct, your Honor.

12 Q. On or about March 28, 2001.

13 A. Again, this was produced by the communications folks,
14 and given to us. I haven't seen it for a long time but I
15 seem to remember it.

16 Q. All right. So is this one of the documents you reviewed
17 in preparation for your testimony?

18 A. It is not.

19 Q. But you do recall receiving it back on or about March 28
20 of 2001, correct?

21 A. I do.

22 Q. And who was Mr. Sherrins?

23 A. I am sorry. Are you offering it in evidence?

24 MR. FRAM: I offer it in evidence.

25 THE COURT: Any objection, counsel?

1 MR. PRESS: No objection.

2 THE COURT: I am sorry?

3 MR. PRESS: No objection.

4 THE COURT: D 364 is in evidence.

5 Q. Who was the fellow who circulated the email?

6 A. It has been a long time since I heard that name, but I
7 believe him to be someone --

8 THE COURT: Talking about Scott Sherrins.

9 A. Yes. I believe him to be the communications department
10 at ALPA and was helping, and Mr. O'Leary had moved from the
11 communications committee chairman, to the vice president, I
12 think that may have left an interim gap in, you know,
13 manpower in the communications area. I think he was from
14 ALPA National, but I don't really remember. He was in
15 communications, I know that.

16 Q. Wasn't Mr. Sherrins a pilot, wasn't he a TWA pilot?

17 A. He might have been.

18 Q. The talking points, did you review these talking points
19 when they were circulated?

20 A. Did I review them?

21 Q. Yes.

22 A. I did.

23 Q. And the point in preparing talking points is that
24 members of the MEC were communicating with TWA pilots about
25 what was happening. Yes?

1 A. Yes.

2 Q. So from time to time somebody put together talking
3 points so all the members of the MEC were on the same page,
4 that they were consistent at communicating with the pilots.
5 Is that fair?

6 A. That would, that was the reason for publishing the
7 talking points.

8 Q. Okay. And these talking points on March 28, they
9 summarize all of the issues that the MEC had been discussing
10 during the period leading up April 2, yes?

11 A. I don't know that it is a total list but it does appear
12 to be a summary of sorts.

13 Q. The first group of points summarized, seniority
14 integration. Attempting to get fair and equitable
15 integration. Talks thus far have been extremely difficult.
16 Would you agree that talks had been difficult with the Allied
17 Pilots Association?

18 A. I agree.

19 Q. They were very adamant that they did not want to give on
20 the issue of seniority. Correct?

21 A. Well, I know they had been difficult. That is all. We
22 weren't given details about exactly what was said in the
23 meetings.

24 Q. Are you saying that the members of the merger committee
25 were meeting with the allied pilots didn't report back to the

1 to the whole MEC?

2 A. They did reported back. We weren't given all the
3 specific details. The merger committee by nature of the
4 function of the group needed some autonomy. We asked for
5 reports but we weren't given the blow by blow, so to speak at
6 the meetings. That is just not how it functioned.

7 Q. Did Bud Bense, who was the chairman of the merger
8 committee on March first, did he report back, March first,
9 2001, did he report back on what happened when the merger
10 committee met with the APA representatives on that date?

11 A. I don't know specific reports and dates correlations for
12 reports from the merger committee. We knew that the
13 discussions were difficult.

14 Q. Do you recall Mr. Bense reporting that when the merger
15 committee, the MEC merger committee, submitted its
16 integration proposal to the American pilots, that one of the
17 American pilots literally tried to come across the table and
18 assault Mr. Bense?

19 A. I don't remember that specifically. I remember a
20 recount of specifically of a, one of the senior negotiators
21 at American, holding up his American ID badge, and belittling
22 the TWA pilots. That is what I remember first and foremost
23 about any details they told us. I don't remember the story
24 you just recounted.

25 Q. You said this morning that seniority is very, very

1 important to pilots, yes?

2 A. Absolutely.

3 Q. It was very important to the TWA pilots?

4 A. Yes.

5 Q. It was just as important to the American pilots, right?

6 A. Yes.

7 Q. And they were at meant that they had no obligation to
8 give up any seniority to the TWA pilots, right?

9 A. Well, we were hoping that wasn't the case.

10 Q. My question went to what they were communicating. They
11 were communicating --

12 A. I wasn't in the meetings.

13 Q. I thought we talked about the fact that the merger
14 committee on a regular business is was reporting back to the
15 other members of the MEC. Didn't we go through the minutes
16 where we talked about the three hour executive session where
17 they reported in March. You still --

18 A. I don't know what to tell you except that they had, we
19 early on in the process, the merger committee asked us for,
20 to be, enable to have some autonomy. We understood they
21 needed some of that so that they could do the job we asked
22 them to do, the difficult job, and we didn't want, I
23 personally didn't want to micro manage them but I did think
24 we needed briefings.

25 We didn't get details about exactly what was said

1 between the two committees. That is not how the, how it was
2 set up. We purposely gave them our confidence, if you will,
3 and I think there there was some necessity for briefing about
4 general, the general situation, but I, for example, didn't
5 know that our people, I didn't, I just recently saw the
6 proposal that was exchanged on I believe March first. That
7 is the first time I saw the actual proposal. The MEC was not
8 apprised of specifics, but more in generalities. We talked
9 about strategies more so than details with the merger
10 committee.

11 Q. The vote on April 2, let's go back on?

12 Let's go back to the vote. Go back to 374 and
13 let's wrap this up. Do you recall being aware on April 2
14 that the two pilot reps from Council 4, Pablo Lewin and Alan
15 Altman had met the prior Friday with the people at Council 4.

16 A. Can you give me a second.

17 Q. That is the April 2 minutes?

18 A. April 2. I got it.

19 Q. Referring quickly to the roll call vote. Do you recall
20 being aware on April 2 that Lewin and Altman had met with the
21 Council 4 people the prior Friday, March 30?

22 A. You have refreshed my memory as to that fact.

23 Q. Okay. Do you recall being aware on April 2 that they
24 had been told by their membership out in Council 4 to vote in
25 favor of the collective bargaining agreement that was on the

1 table?

2 MR. PRESS: Judge, that miss -- I am sorry, your
3 finish.

4 Q. Not quite. My question was do you recall being aware on
5 April 2 that they had been directed Council 4 to accept the
6 collective bargaining agreement that was being offered by TWA
7 LLC?

8 A. I do not recall.

9 MR. PRESS: My objection is that mischaracterizes
10 Mr. Altman's testimony on that very point.

11 THE COURT: The fact that she, that he is asking
12 her is whether, it, whether a different set of fact is true.
13 There is nothing wrong with that. The jury will have to
14 decide who they believe, but nothing evidentiary in error
15 because he is trying, trying to elicit testimony contrary to
16 what another witness said. He can do that. He may not
17 succeed but he can do it.

18 Q. What do you recall being told about the direction given
19 to Pablo Lewin and Alan Altman by their council the prior
20 Friday?

21 A. Well, again, I think a chief concern during that week
22 was the decision of how to proceed in the 1113 bankruptcy
23 process, and whether or not to waive scope. I don't remember
24 there being an urgency where the CBA.

25 Q. Well, my question went to what you recall being told on

1 April 2, about what Lewin and Altman had been directed to do.

2 If you don't recall, just say you don't recall?

3 A. I don't recall.

4 Q. Do you agree that they both voted all 100, they
5 collectively voted all 180 votes?

6 A. I did.

7 Q. In favor of the five part resolution?

8 A. I do.

9 Q. Did they explain at the meeting why they were voting in
10 favor of the five part resolution?

11 A. They might have. They might have explained. I don't
12 remember exactly what they said.

13 Q. Did Mr. Rautenberg who voted all 724 of his votes
14 explain why he was voting them in favor of the resolution?

15 A. I don't remember what he said.

16 Q. Do you remember what any of the other voting members
17 said about why they were casting their votes the way they
18 were.

19 A. I belief Dave Singer talked about the fact that he
20 didn't want to be left without a contract to represent his
21 people on owe if the contract was pulled in the 1113 process,
22 and the ALPA advisors were correct in their characterization
23 that we would not have a union, I believe that the grievance
24 process was of chief concern to him.

25 Q. Did you make any statements or explain how you intended

1 to vote before the vote took place?

2 A. I don't remember.

3 Q. Did Mr. Hollander make any statements about how he
4 inintended to vote before?

5 A. Yes, I believe he did.

6 Q. Did you know before the vote took place that Mr.
7 Hollendar was going to cast most of his votes against?

8 A. I believe he had said that that was his position. At
9 some point in the day.

10 Q. Did you know before April two that Mr. Hollander was
11 going to vote against accepting the new collective bargaining
12 agreement and waiving scope?

13 A. I believe that was his intent.

14 Q. And you knew that before April 2?

15 A. Yes.

16 Q. How much before April 2 did you know how Mr. Hollendar
17 intended to vote?

18 A. I don't remember.

19 Q. The last document I am going to show you is D 16 which
20 is not yet in evidence, your Honor.

21 THE COURT: D 16.

22 MR. FRAM: D 16.

23 Q. Do you recognize this as a letter that you and Mr.
24 Rautenberg sent to a Council 3 pilots on April 3, 2001?

25 A. I do.

1 MR. FRAM: I move D 16 in evidence.

2 MR. PRESS: No objection, Judge.

3 THE COURT: D 16 in evidence.

4 Q. Is that your signature on the third page of the letter?

5 A. It is.

6 Q. You reviewed the letter before you signed it and agreed
7 that it could be send to all of the pilot in Council 3?

8 A. I did.

9 Q. And do to the best of your knowledge were all the
10 statements in the letter factually accurate statements? Or
11 were they at the time?

12 A. This is a letter that was written by Captain Rautenberg.
13 I was, in particular, I paid particular attention to the
14 paragraph about the unanimous opinion of our advisors about
15 waiving scope.

16 Q. Let's take it a step at a time.

17 A. Okay.

18 Q. At the time you signed the letter, did you believe that
19 all of the factual statements in the letter were accurate?

20 A. I think I was just trying to describe how I felt about
21 the letter.

22 Q. Well, I thought I was asking you a yes or no question?

23 A. Okay.

24 Q. Were you comfortable answering with a yes or a no?

25 A. No.

1 Q. Okay. Go ahead.

2 A. This letter was written by Captain Rautenberg. Captain
3 Rautenberg and I did not agree on all philosophies in our
4 voting. However, I did feel that we owed it to the Council 3
5 pilots to inform them as to, you know, some of the current
6 situation.

7 It was a difficult process to go through, it was a
8 difficult decision to make.

9 And in essence, the part that I was happy to sign
10 was the section where he told the pilots that the unanimous
11 opinion of our advisors was that we needed to waive scope and
12 we would absolutely fail in the 1113. That was the most
13 important information in this letter, in my opinion. And I
14 think that the Council 3 pilots needed to know that that was
15 why I voted the way I did.

16 Q. All right. So my question was is there anything in the
17 letter factually that you can point to that you think was
18 inaccurate at the time?

19 A. Let me read it.

20 Q. Tell you what. Let's go through this quickly. I will
21 ask you specific questions. First page of the letter, about
22 75 percent down. Paragraph beginning, as a debtor in
23 possession. Do you see about five lines down it says, the
24 MEC has consulted extensively with a large group of
25 professional advisors on the CBA negotiations, the merger

1 negotiations, and the bankruptcy process. Yes? Is that
2 factual accurate as of April 2?

3 A. I wouldn't say extensively. We did consult.

4 Q. Those advisors include and it identifies them, David
5 Holtz and, Clay Warner, Richard Seltzer, Bill Roberts, Steve
6 Tumblin, Roland Wilder, Michael Glanzer, Robert Christy and
7 Randy Babbitt. Nine advisors, yes?

8 A. Yes.

9 Q. Did the MEC consult with all nine of those advisors
10 about whether to waive scope and whether to enter into an
11 agreement and what to do with the Section 1113 issue?

12 A. We did consult. I just can't agree with the "extensive"
13 characterization.

14 Q. So your position is that the MEC consulted but not
15 extensively?

16 A. That's correct.

17 Q. The next?

18 A. We were not availed extensive consultation. It wasn't
19 that we didn't want the consultation. We just weren't
20 availed.

21 Q. Do you agree that there were some meetings with advisors
22 that you did not attend or some phone conferences with
23 advisors you did not attend?

24 A. Sometimes the officers had specific conversations with
25 the advisors that the MEC, the voting body, did not have.

1 Q. Are you aware that there was a phone conference with
2 advisors and some MEC officers on March 14 of 2001, are you
3 aware of that?

4 A. I didn't know that as a fact. But I believe it to be
5 true.

6 Q. The final paragraph of the letter. Blow that up,
7 please, on the first page. The union and opinion of our
8 advisors, including that of Richard Seltzer, the most
9 experienced -- the unanimous opinion was that the likelihood
10 of ALPA's prevailing in an attempt to defeat TWA's CBA
11 rejection application was virtually nil. Do you see that?

12 A. I believe that is what we were told.

13 Q. Mr. Wilder agreed with that assessment, that the chances
14 of defeating the Section 1113 motion was virtually nil.
15 Correct?

16 A. Yes. I don't remember his position on the CBA. I
17 remember what he finally said about waiving scope. And
18 again, that was what we talked about principally. On April
19 2. That is what I remember talking about.

20 Q. This letter went out the day after the meeting, yes?

21 A. Right.

22 Q. What advisors said at the meeting would have been fresh
23 in your mind when the letter went out, yes?

24 A. I didn't write the letter.

25 THE COURT: But you signed it, didn't you?

1 THE WITNESS: I did.

2 Q. You read it before you signed it, yes?

3 A. I did.

4 Q. You represented to all the pilots in Council 3 that you
5 were agreeing with the statements in the letter. Yes?

6 A. This was a letter written by Steve Rautenberg --

7 THE COURT: If the recipients to the letter see two
8 signatures, wouldn't the recipient of the letter assume that
9 this was not only Rautenberg's view, but yours as well?

10 A. And I guess --

11 THE COURT: As a pilot in St. Louis who wasn't in
12 any of the, if I am a pilot, and I wasn't at any of meetings
13 and I get a letter signed by both of my representatives,
14 wouldn't I assume that they agreed that what is in that
15 letter is so?

16 A. Yes.

17 THE COURT: I mean a pilot who wasn't there, didn't
18 know anything about it.

19 A. Yes.

20 Q. The second page of the letter, about 60 percent down,
21 the paragraph beginning, "In the face of a stark reality."
22 The letter says, which you signed, "In the face of the stark
23 reality that our scope language and other portions of our
24 contract would have to be waived, or we would face virtually
25 certain loss of the entire contract and probable loss of ALPA

1 recognition by TWA LLC, the MEC voted to accept a negotiated
2 settlement. Yes?

3 A. Yes.

4 Q. You agreed to do that on April 2, yes?

5 A. We agreed to waive scope.

6 THE COURT: Mr. Fram, let me ask the jury, it is an
7 hour and a half. I want to know if they feel they can go a
8 whole hour without a break, you feel can you did that do
9 that. I don't want to lose you. That is okay. It is about
10 five after one.

11 MR. FRAM: That was my last question.

12 THE COURT: Okay.

13 MR. FRAM: Counsel needed a break to set up the
14 videos?

15 THE COURT: First of all, let's find out if there
16 is redirect.

17 MR. FRAM: Thank you, your Honor.

18 MR. PRESS: A little.

19 REDIRECT EXAMINATION

20 BY MR. PRESS:

21 Q. In no particular order. Remember, the October,
22 Washington, D.C. meetings there was this notion of what, we
23 are going to get an injunction to stop the cram-down. And
24 you were asked if there is a resolution to that effect from
25 the MEC.

1 A. Right.

2 Q. Do you have exhibit 257 in front of you?

3 A. D or P?

4 MR. PRESS: D. I am sorry.

5 Q. October 31 minutes.

6 A. October 21?

7 Q. Yes.

8 MS. RODRIGUEZ: 31.

9 A. October 31.

10 Q. Go to page 6, Ms. Young?

11 A. Okay.

12 Q. Are you there?

13 A. No.

14 Q. You want my --

15 A. The 21ST, the 31st?

16 Q. Here.

17 A. I don't have one.

18 Q. I have handed you exhibit 257. If you go to page 6 at
19 the bottom, are you there?

20 A. Yes.

21 Q. What is that whereas clause, with can you read that?

22 A. "Whereas the TWA MEC coordinating with ALPA National
23 legal and independent merger council Roland Wilder planned
24 for the prospect of such an occurrence, and whereas the plan
25 called for a federal court injunctive relief request to

1 prevent AMR/APA imposed seniority integration now, therefore
2 be it resolved ALPA TWA MEC formally requests a written
3 authorization or approval from ALPA to file such a request in
4 federal court."

5 Q. Okay. Does that refresh your memory that yes, we had a
6 resolution to seek that injunction?

7 A. Yes.

8 Q. You were shown in the minutes from, those October
9 meetings, where it, where this Mr. Brundage spoke with you?

10 A. Yes.

11 Q. And you were shown a quote from the minutes that, where
12 was it, Brundage stated that Don Carty, the president of
13 American, told Senator Bond that if this bill passed he would
14 shut down TWA LLC. You were shown that quote?

15 A. Yes.

16 Q. That if you got your Bond arbitration bill passed, that
17 American Airlines was going to shut down your company?

18 A. Yes.

19 THE COURT: What number was that?

20 MR. PRESS: Exhibit D 88, Judge, page 9.

21 Q. Now, this notion that American is going to shut down
22 TWA, did that, and that threat was made to Senator Bond. Did
23 Senator Bond say anything about that to you?

24 A. He did not.

25 Q. Other than this Mr. Brundage apparently making

1 statements like that, did you hear that from anybody else?

2 A. No.

3 Q. Continue on, you were again shown the next quote from
4 that, from this Brundage statement. AMR employees, American
5 employees, that is, cannot fathom an arbitrated seniority
6 list.

7 Are you -- you guys didn't get arbitration, did
8 you, of your seniority dispute?

9 A. We did not, but the mechanics in fact did.

10 Q. Are you aware of an employee group at TWA who in fact
11 did have an arbitration with their counterparts in American
12 Airlines?

13 A. I am.

14 Q. Which group?

15 A. The mechanics.

16 Q. How are you aware of that?

17 A. Because we, as negotiations proceeded for all the
18 groups, we then found out at some point that --

19 MR. FRAM: Your Honor, I am going to object. This
20 sounds like hearsay to me. I don't think there is a
21 foundation of personal knowledge here.

22 THE COURT: Set a foundation for how she knows what
23 another union got.

24 Q. How do you know that the mechanics had an arbitration
25 with the mechanics at American Airlines?

1 A. It was published.

2 Q. And you read it?

3 A. Yes.

4 THE COURT: You say it was published.

5 A. Yes. It was made public.

6 THE COURT: You mean like in newspapers?

7 A. Yes.

8 THE COURT: I am going to allow it. I am going to
9 allow it.

10 MR. PRESS: Thank you, your Honor.

11 THE COURT: If you want, if he wants to recross on
12 it, you can deal with it. I will allow what she said.

13 Q. The statement from Mr. Brundage that American Airlines
14 can't fathom an arbitration. That is just wrong, right?

15 A. Yes. That is what I thought.

16 Q. And so his threat about, that Carty went to Senator Bond
17 and said we are going to shut down the airline, what did you
18 think about that?

19 A. I thought it was a threat. I thought it was a
20 negotiating ploy.

21 Q. Jumping back April 2, the MEC meeting?

22 THE COURT: That is 2001.

23 Q. 2001. Mr. Fram asked you, he made the statement that
24 there was a collective bargaining agreement on the table. Is
25 that a truthful statement?

1 A. I don't remember that to be a truthful statement.

2 Q. When?

3 A. I don't remember seeing a collective bargaining. I
4 don't remember anything --

5 THE COURT: You mean between TWA LLC and the
6 pilots.

7 THE WITNESS: Yes, that's correct. I don't
8 remember, there was no, the substance of that day was about
9 waiving scope. That was the crucial element that we had to
10 talk about. Or that or that the, it appeared to become
11 urgent according to the advisors we had to talk about. I
12 thought we had all week.

13 April 6 was at the end of the week but it seemed
14 to be urgent that day to advisors, and I don't remember a
15 substantive briefing about exactly what was in the CBA nor
16 do I remember anything about, from advisors about how we
17 could handle modifying the CBA within the 1113 bankruptcy
18 process.

19 Q. So there was no collective bargaining agreement on the
20 table that you were voting on?

21 A. No.

22 Q. You were shown some minutes, or, yes, of a meeting on
23 March 21, 2001?

24 A. Yes.

25 Q. That was exhibit 223?

1 A. Yes.

2 Q. Do you have those in front of you?

3 A. March 21?

4 Q. Yes.

5 A. Yes.

6 Q. Before we, you were also shown an agenda for that
7 meeting that was published, which had a whole list of many of
8 the same people that were advising on April 2, do you
9 remember that agenda?

10 A. Yes.

11 Q. Is there anything in those minutes, and please look at
12 them carefully --

13 THE COURT: What number is this?

14 Q. 223. D 223.

15 THE COURT: Right.

16 Q. My question, Ms. Young, is going to be after you looked
17 at the minutes, is there anything in there that reflects that
18 any of those advisors were actually at the meeting?

19 A. No.

20 Q. When you have guests like that, advisors, do you usually
21 note that in the minutes?

22 A. Yes.

23 Q. And you told, in response to my question, Ms. Young, I
24 asked you, or you testified that the first time that you ever
25 had this big group of advisors all together was on April 2?

1 A. That is the first time I remember having them.

2 Q. We see this agenda for the March 21 meeting that has
3 pretty much the same group, and my question is, did those
4 people present to you on March 21, in that cluster?

5 A. No.

6 Q. It is of course not reflected in the minutes either.

7 MR. PRESS: That is all the questions I have.

8 THE COURT: Recross.

9 MR. FRAM: Quickly.

10 RECROSS EXAMINATION.

11 BY MR. FRAM:

12 Q. Are you claiming advisors were not there on March 21 and
13 March 22?

14 A. I am telling you I don't remember them being there.

15 Q. I am going to hand you what has been marked for
16 identification as defendant's exhibit 400.

17 THE COURT: D 400.

18 MR. FRAM: D 400.

19 Q. Do you recognize this, I am out of copies so I have to
20 stand next to you. Do you recognize that as a summary that
21 was prepared by the MEC of what we discussed at the meeting
22 on --

23 THE COURT: That is not previously marked.

24 MR. FRAM: Correct, your Honor.

25 THE COURT: D 400.

1 MR. PRESS: This isn't on your exhibit list either.

2 THE COURT: It is not on the exhibit list.

3 MR. FRAM: It is an impeachment document. D 400.

4 A. What are you asking?

5 Q. Do you recognize that as a summary that somebody from
6 the MEC put together with with respect to what happened on,
7 at the meeting on March 21 and March 22? If you don't, just
8 say you don't?

9 A. I don't. I don't remember seeing this.

10 Q. Okay. Thank you.

11 MR. FRAM: Thank you, your Honor.

12 THE COURT: You are not offering that.

13 MR. FRAM: Correct. That is all I have. Thank
14 you, your Honor.

15 THE COURT: Okay. Is there any redirect on that?

16 MR. PRESS: Of the exhibit not in evidence? No.

17 THE COURT: Okay. Let me make a note, marked for
18 identification.

19 Okay. I think you can step down.

20 (Witness excused)

21 THE COURT: Call your next witness.

22 MR. PRESS: Our next witness is Roland Wilder by
23 video, Judge. This is a deposition of Mr. Wilder that we
24 took in Washington, DC, and it is lengthy. But we can start
25 it.

1 THE COURT: Can we get at least some of it in
2 today?

3 MR. PRESS: Absolutely.

4 THE COURT: Okay.

5 (Videotape deposition of Roland Wilder commences)

6 THE COURT: We are going to stop here. I will
7 dismiss the jury for the day and resume tomorrow at 8:30.

8 Ladies and gentlemen, do not discuss the case among
9 yourselves. Keep an open mind until you have heard all the
10 evidence. Do not discuss the case with your family, friends,
11 loved ones, space aliens, or anybody else you come across
12 during the day.

13 Have a safe trip home, a safe trip in tomorrow
14 morning and my continued thanks for your participation. All
15 rise when the jury leaves.

16 (The jury leaves the courtroom.)

17 THE COURT: I want to put put on the record the
18 pages and lines that were read. What we have heard so far
19 from Mr. Wilder was taken from the deposition on August 8,
20 2008, is that right.

21 MS. RODRIGUEZ: Yes.

22 THE COURT: Page and lines are as follows: Page 7,
23 line 11 to page 17, line 21.

24 Page 19, line 5, to page 24, line 7.

25 Page 24, line 14 to page 26, line 2.

1 Page 26, line 8, to page 35, line 18.

2 Page 36, line 2, to page 41, line 9.

3 We will resume tomorrow morning with page 42, line
4 5.

5 Now, I have on the transcript a note that somebody
6 scribbled on it, I don't know who, that ALPA objects, I guess
7 starts at line one 58, 18, to line 163, 21. I also gather
8 that plaintiff now. Consents to removing page 164 line 4 to
9 page 165 line 9.

10 MS. ACCHIONE: That's correct, your Honor.

11 THE COURT: Did I get that right?

12 MS. ACCHIONE: You did.

13 THE COURT: Okay. I will rule tomorrow morning
14 around 8:15 be ready at 8:10. I will rule on 158. Line 18:
15 To line 163, line 21. If you folks can work something out,
16 fine with me, but if not I will rule on it.

17 MR. PRESS: Okay, Judge.

18 THE COURT: The other item with respect to Mr.
19 Wilder, I already ruled on. You wondered if I had it but I
20 did find it on the bench. So I will do that. I will also
21 begin the process of reviewing the issues relating to the
22 deposition of James Baehler.

23 MS. RODRIGUEZ: Your Honor, I just have a
24 housekeeping question.

25 THE COURT: Okay. Let's keep house.

1 MS. RODRIGUEZ: With regard to the video
2 transcripts that have been read into the record. Will you
3 ultimately be making them a court exhibit?

4 THE COURT: I don't think they are exhibits. It is
5 testimony. It has the same force and effect as line
6 testimony.

7 The reason I did what I did about two minutes ago,
8 read those page and line, I want to make sure that the
9 Circuit knows, they won't have it here, this that is part of
10 the record. And so when you prepare your appendix, if there
11 is an appeal, you will know, can you look back and say that
12 is what was read it and include it in the appendix. I don't
13 consider that depositions that are video or read into the
14 record are exhibits because that would give them more weight.
15 The jury has exhibits that go into the jury room. I don't
16 send in all testimony. I haven't considered them as
17 exhibits. They are just testimony. Testimony with the same
18 force and effect as what we are given.

19 MS. RODRIGUEZ: So on appeal we would then provide
20 those portions of the transcript.

21 THE COURT: It would be like any other portion of
22 the transcript. I am sure both sides are familiar with how
23 one, the circuit values, under the Circuit rules one prepares
24 the appendix, I think there is supposed to be a joint
25 appendix and then each side feels that they are not getting

1 fair agreement from the other side, they can put in plenty ,
2 it is called, appellant can put in its suggested additions
3 and then I believe, and then the appellee can put in its
4 portions.

5 I think that is pretty much the way circuits, I
6 think all circuits, encourage joint appendixes, it is very
7 strong encouraging not to have separate appendixes. I think
8 there is a provision, if something disagrees, but this to me
9 is no different than any other, we are going to have
10 thousands of pages of transcript here already, we are already
11 approaching a thousand pages. This will be just like any
12 another portion of the transcript. Again this is why I am
13 going to read into the record at various time the page and
14 lines because I think I have a copy of it here, I can follow
15 it as it is being read in -- I mean video'd, so I know what
16 is in. I want to be sure the Circuit knows. I do it so I am
17 not guessing.

18 MR. PRESS: Usually the lawyer reading it does it
19 for the record.

20 THE COURT: That is absolutely correct.

21 MR. PRESS: Your Honor, tomorrow morning before we
22 begin I, well, for the record I would like to move to
23 introduce the role of the Wilder exhibits en mass so we don't
24 have to break up the video and me run around the courtroom
25 with exhibits like we did the last time.

1 THE COURT: If you can work it out, present me with
2 a list of what you jointly agree, and a list of what you
3 propse that he doesn't agree to. I don't know if there are
4 any. Just present it. You don't have to, just give me a
5 list, make sure the numbers are right, D exhibits or P or J
6 exhibits, there is confusion on that, the same number, P and
7 D and J, different exhibits. But if you give me a list of
8 what you agree to, and what you don't agree to. I will rule
9 on the ones you don't agree to, and I will accept your
10 agreement on the ones you do agree to.

11 MR. PRESS: Thank you.

12 THE COURT: Okay. Anything further?

13 MR. FRAM: Nothing. Thank you.

14 THE COURT: I will see you, let's plan to meet
15 about 8:10 I will come out at 8:10 and deal with some of the
16 issues I am taking care of now, and then the question of
17 exhibits we will get as many of them as we can. Okay. Thank
18 you all very much.

19 (Adjourned at 2:00 p.m.)
20
21
22
23
24
25

I N D E X.

SALLY R. YOUNG, SWORN.

DIRECT EXAMINATION P. 5.

CROSS EXAMINATION P. 79.

REDIRECT EXAMINATION P. 168.

RECROSS EXAMINATION P. 175